Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation
ALFRED J. MCALLISTER AND DOROTHY N. MCALLISTER FOUNDATION

A Employer identification number
35-2050825

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2310 N 725 E

B Telephone number
765-589-8834

City or town, state or province, country, and ZIP or foreign postal code
LAFAYETTE, IN 47905

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 11,191,883.12

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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).)

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	275,411.14	275,411.14		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	685,940.13			
	b Gross sales price for all assets on line 6a 7,783,217.43				
	7 Capital gain net income (from Part IV, line 2)		685,940.13		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	961,351.27	961,351.27		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	96,000.00	9,600.00		86,400.00
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	16,625.00	11,637.50		4,987.50
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	18,519.34	7,244.74		0.00
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	88,517.58	88,517.58		0.00
	24 **Total operating and administrative expenses.** Add lines 13 through 23	219,661.92	116,999.82		91,387.50
	25 Contributions, gifts, grants paid	472,000.00			472,000.00
	26 **Total expenses and disbursements.** Add lines 24 and 25	691,661.92	116,999.82		563,387.50
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	269,689.35			
	b **Net investment income** (if negative, enter -0-)		844,351.45		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	579,584.82	466,399.78	466,399.78
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 5	0.00	453,732.60	449,960.00
	b Investments - corporate stock STMT 6	6,010,131.59	5,886,781.98	6,445,605.04
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	3,872,451.82	3,924,943.22	3,829,918.30
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,462,168.23	10,731,857.58	11,191,883.12
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.00	0.00	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29 Retained earnings, accumulated income, endowment, or other funds	10,462,168.23	10,731,857.58	
	30 **Total net assets or fund balances**	10,462,168.23	10,731,857.58	
	31 **Total liabilities and net assets/fund balances**	10,462,168.23	10,731,857.58	

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	10,462,168.23
2 Enter amount from Part I, line 27a	2	269,689.35
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	10,731,857.58
5 Decreases not included in line 2 (itemize) ▶	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,731,857.58

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	7,783,217.43		7,097,277.30	685,940.13

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				685,940.13

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	685,940.13
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	537,346.00	11,539,310.73	.046567
2013	512,061.50	11,063,486.30	.046284
2012	516,261.50	10,486,053.29	.049233
2011	496,838.00	10,598,560.53	.046878
2010	464,458.00	10,164,318.65	.045695

2 **Total** of line 1, column (d)	2	.234657
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	.046931
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	11,452,685.45
5 Multiply line 4 by line 3	5	537,485.98
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,443.51
7 Add lines 5 and 6	7	545,929.49
8 Enter qualifying distributions from Part XII, line 4	8	563,387.50

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	8,443.51
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	0.00
3 Add lines 1 and 2			3	8,443.51
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.00
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	8,443.51
6 Credits/Payments:				
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	20,000.00		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	20,000.00
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	11,556.49
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶	11,556.49	**Refunded** ▶	11	0.00

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0.00 **(2)** On foundation managers. ▶ $ 0.00			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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)	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WAYNE E. WEBER Telephone no. ▶ 317-585-4455

Located at ▶ 11999 LAKESIDE DRIVE, FISHERS, IN ZIP+4 ▶ 46038

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

			Yes	No
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 ▶			

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)? N/A	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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	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

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)? N/A | 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? N/A ☐ 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? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. DAVID WEBB 4839 WHIPPOORWILL DRIVE LAFAYETTE, IN 47909	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WILLIAM J. MCCAW 2310 N 725 E LAFAYETTE, IN 47905	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WAYNE E. WEBER 11999 LAKESIDE DRIVE FISHERS, IN 46038	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
CHARLES MAX LAYDEN P. O. BOX 909 LAFAYETTE, IN 47902	CO-TRUSTEE 5.00	24,000.00	0.00	0.00

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.00

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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	11,085,923.84
b	Average of monthly cash balances		1b	541,167.99
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	11,627,091.83
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.00		
2	Acquisition indebtedness applicable to line 1 assets		2	0.00
3	Subtract line 2 from line 1d		3	11,627,091.83
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	174,406.38
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	11,452,685.45
6	**Minimum investment return.** Enter 5% of line 5		6	572,634.27

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	572,634.27
2a	Tax on investment income for 2015 from Part VI, line 5	2a 8,443.51		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	8,443.51
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	564,190.76
4	Recoveries of amounts treated as qualifying distributions		4	0.00
5	Add lines 3 and 4		5	564,190.76
6	Deduction from distributable amount (see instructions)		6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	564,190.76

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	563,387.50
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	563,387.50
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	5	8,443.51
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	554,943.99

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				564,190.76
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			561,371.38	
b Total for prior years: ____ , ____ , ____		0.00		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 563,387.50				
a Applied to 2014, but not more than line 2a			561,371.38	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2015 distributable amount				2,016.12
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				562,174.64
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.00			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

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

Check here ▶ [X] 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				
FOOD FINDERS 50 OLYMPIA COURT LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	102,500.00
IVY TECH FOUNDATION 3101 SOUTH CREASY LANE LAFAYETTE, IN 47903	NONE	PUBLIC CHARITY	CHARITABLE	50,000.00
LAFAYETTE PARKS FOUNDATION P.O. BOX 1535 LAFAYETTE, IN 47902	NONE	PUBLIC CHARITY	CHARITABLE	9,000.00
LAFAYETTE URBAN MINISTRY 525 NORTH 9TH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	5,000.00
LYN TREECE BOYS & GIRLS CLUB 1529 NORTH 10TH ST LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	7,000.00
Total SEE CONTINUATION SHEET(S)			▶ 3a	472,000.00
b Approved for future payment				
NONE				
Total			▶ 3b	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	275,411.14	
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	685,940.13	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.00		961,351.27	0.00

13 Total. Add line 12, columns (b), (d), and (e) 13 961,351.27

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
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?			
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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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: William J McEwen | Date: 5/12/16 | Title: CO-TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
CHARLENE M. BEAVER	Charlene M. Beaver	5/10/16		P01357640

Firm's name ▶ CHARLENE M. BEAVER, CPA | Firm's EIN ▶ 20-4297717

Firm's address ▶ 11999 LAKESIDE DRIVE FISHERS, IN 46038 | Phone no. 317-585-4455

523622 11-24-15

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATALIE'S SECOND CHANCE 10 SOUTH 16TH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
NICHES LAND TRUST PO BOX 2790 WEST LAFAYETTE, IN 47906	NONE	PUBLIC CHARITY	CHARITABLE	17,000.00
PAWS & CLAWS ANIMAL SHELTER INC PO BOX 294 ATTICA, IN 47918	NONE	PUBLIC CHARITY	CHARITABLE	33,000.00
PURDUE UNIVERSITY BEELER SCHOLARSHIP 575 STADIUM MALL DRIVE WEST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	2,000.00
SALVATION ARMY 1110 UNION STREET LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	4,000.00
STIDHAM UNITED METHODIST CHURCH 5300 S 175 W LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	6,000.00
TIPPECANOE CO HISTORICAL ASSN 909 SOUTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	6,000.00
WILDCAT WILDLIFE CENTER 4709 N 400 W DELPHI, IN 46923	NONE	PUBLIC CHARITY	CHARITABLE	20,000.00
YWCA OF GREATER LAFAYETTE 605 NORTH 6TH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	50,000.00
THOMAS DUNCAN HALL INC 619 FERRY ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	10,000.00
Total from continuation sheets				298,500.00

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HANNA COMMUNITY CENTER 1201 NORTH 18TH STREET LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	5,000.00
LAFAYETTE KIWANIS FOUNDATION 4067 N 400 E LAFAYETTE, IN 47905	NONE	PUBLIC CHARITY	CHARITABLE	4,000.00
LAFAYETTE TRANSITIONAL HOUSING 1038 HEATH STREET LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
NORTH CENTRAL SPAY & NEUTER 7109 GOLDSBERRY ROAD BATTLE GROUND, IN 47920	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
SAGAMORE COUNCIL BOY SCOUTS 518 NORTH MAIN STREET KOKOMO, IN 46903	NONE	PUBLIC CHARITY	CHARITABLE	37,500.00
SEEDS OF HOPE COMMUNITY MINISTRIES 505 SOUTH 3RD STREET LAFAYETTE, IN 47905	NONE	PUBLIC CHARITY	CHARITABLE	4,000.00
TIPPECANOE COUNTY LIBRARY FOUNDATION 627 SOUTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
Total from continuation sheets				

ALFRED J. MCALLISTER AND DOROTHY N. MCALLISTER FOUNDATION

CONTINUATION FOR 990-PF, PART IV
35-2050825

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	MERCK & CO INC SECURITIES LITIGATION	P	VARIOUS	01/30/15
b	MARSH & MCLENNAN COMPANIES INC SECURITIES LITIGAT	P	VARIOUS	06/12/15
c	BANK OF AMERICA CORP SECURITIES LITIGATION	P	VARIOUS	06/26/15
d	BANKRATE SECURITIES LITIGATION	P	VARIOUS	10/28/15
e	PUBLICLY TRADED SECURITIES - MERRILL LYNCH #2307	P	VARIOUS	VARIOUS
f	PUBLICLY TRADED SECURITIES - MERRILL LYNCH #2328		VARIOUS	VARIOUS
g	PUBLICLY TRADED SECURITIES - MERRILL LYNCH #2366		VARIOUS	VARIOUS
h	PUBLICLY TRADED SECURITIES - MERRILL LYNCH #2370		VARIOUS	VARIOUS
i	PUBLICLY TRADED SECURITIES - MERRILL LYNCH #4079		VARIOUS	VARIOUS
j	PUBLICLY TRADED SECURITIES - MERRILL LYNCH #4079		VARIOUS	VARIOUS
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

	(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	205.51			205.51
b	31.07			31.07
c	554.48			554.48
d	131.67			131.67
e	121,151.71		108,717.76	12,433.95
f	76,926.35		77,331.21	<404.86>
g	3,366,022.06		3,162,523.54	203,498.52
h	178,744.82		200,966.54	<22,221.72>
i	4,005,386.44		3,523,629.82	481,756.62
j	24,041.18		24,108.43	<67.25>
k	10,022.14			10,022.14
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				205.51
b				31.07
c				554.48
d				131.67
e				12,433.95
f				<404.86>
g				203,498.52
h				<22,221.72>
i				481,756.62
j				<67.25>
k				10,022.14
l				
m				
n				
o				

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	685,940.13
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

523591
04-01-15

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH #2307 - DIVIDENDS	21,348.27	0.00	21,348.27	21,348.27	
MERRILL LYNCH #2307 - INTEREST	274.81	0.00	274.81	274.81	
MERRILL LYNCH #2328 - DIVIDENDS	45,778.32	8,381.49	37,396.83	37,396.83	
MERRILL LYNCH #2328 - INTEREST	7.58	0.00	7.58	7.58	
MERRILL LYNCH #2366 - DIVIDENDS	76,056.73	867.97	75,188.76	75,188.76	
MERRILL LYNCH #2366 - INTEREST	43.35	0.00	43.35	43.35	
MERRILL LYNCH #2370 - DIVIDENDS	16,758.43	0.00	16,758.43	16,758.43	
MERRILL LYNCH #2370 - INTEREST	5.23	0.00	5.23	5.23	
MERRILL LYNCH #4079 - BOND AMORTIZATION	<626.30>	0.00	<626.30>	<626.30>	
MERRILL LYNCH #4079 - DIVIDENDS	117,326.84	772.68	116,554.16	116,554.16	
MERRILL LYNCH #4079 - INTEREST	43.48	0.00	43.48	43.48	
MERRILL LYNCH #4079 - INTEREST COLLECTED AT SALE	554.97	0.00	554.97	554.97	
MERRILL LYNCH #4079 - INTEREST ON FEDERAL NOTES	4,555.84	0.00	4,555.84	4,555.84	
MERRILL LYNCH #4079 - PURCHASED INTEREST COLLECTED	<1,540.73>	0.00	<1,540.73>	<1,540.73>	
MERRILL LYNCH #4079 - US INTEREST	3,267.85	0.00	3,267.85	3,267.85	
MERRILL LYNCH #4079 - US TREASURY OID	1,545.08	0.00	1,545.08	1,545.08	
MERRILL LYNCH #4J05 - INTEREST	33.53	0.00	33.53	33.53	
TO PART I, LINE 4	285,433.28	10,022.14	275,411.14	275,411.14	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,625.00	11,637.50		4,987.50
TO FORM 990-PF, PG 1, LN 16B	16,625.00	11,637.50		4,987.50

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	7,244.74	7,244.74		0.00
FEDERAL EXCISE TAX	11,274.60	0.00		0.00
TO FORM 990-PF, PG 1, LN 18	18,519.34	7,244.74		0.00

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	87,017.58	87,017.58		0.00
INSURANCE - BOND	750.00	750.00		0.00
PROFESSIONAL SUBSCRIPTIONS	750.00	750.00		0.00
TO FORM 990-PF, PG 1, LN 23	88,517.58	88,517.58		0.00

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY INFLATION NOTE .125% 4/15/16	X		17,303.13	17,173.26
US TREASURY NOTE .75% 10/31/17	X		29,955.47	29,840.70
US TREASURY NOTE 2% 11/15/21	X		41,422.86	41,120.13
US TREASURY INFLATION NOTE .125% 7/15/22	X		38,677.13	37,104.67
US TREASURY INFLATION NOTE .375% 7/15/15	X		70,876.59	70,884.93
IS TREASURY INFLATION BOND 2.5% 1/15/29	X		37,589.77	35,433.57
FNMA PAW6899 3.5% 2029	X		12,113.16	12,231.40
FNMA PAD8529 4.5% 2040	X		30,839.30	31,188.00
US TREASURY BOND 3.125% 4/15/44	X		4,245.04	4,087.96
US TREASURY BOND 3.125% 4/15/44	X		23,645.67	23,505.77
FHLMC GO 8606 4% 2044	X		2,480.44	2,495.76
FHLMC GO 8624 4% 2045	X		38,549.47	38,878.00
FHLMC GO 8624 4% 2045	X		2,778.12	2,777.00
FHLMC GO 8627 3.5% 2045	X		18,038.69	18,084.00
FHLMC GO 8627 3.5% 2045	X		5,767.52	5,710.74
FHLMC GO 8654 3.5% 2045	X		24,269.15	24,243.44
FHLMC GO 8660 4% 2045	X		26,842.27	26,916.89
FNMA PAS5696 3.5% 2045	X		28,338.82	28,283.78
TOTAL U.S. GOVERNMENT OBLIGATIONS			453,732.60	449,960.00
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			453,732.60	449,960.00

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO & CO PFD CL A	1,736.78	1,811.25
ALTRIA GROUP	33,816.76	47,382.94
BLACKROCK INC	15,034.95	23,836.40
H&R BLOCK INC	15,616.40	14,389.92
BRISTOL MYERS SQUIBB	10,977.12	23,113.44
CA INC	22,326.74	20,477.52
CARNIVAL CORP	16,279.75	23,862.24
CHEVRON CORP	11,936.65	10,885.16
CINN FINANCIAL	12,292.68	21,064.52
CISCO SYSTEMS	11,837.95	18,411.09

COCA COLA	10,757.56	12,415.44
COMMUNICATIONS SALES & LEASING	15,056.35	7,139.58
CONOCOPHILLIPS	14,041.40	11,999.33
CORRECTIONS CORP OF AMERICA	17,969.38	12,980.10
DOMINION RES	7,322.68	9,334.32
DUKE ENERGY	9,985.49	11,136.84
ELI LILLY & CO	15,655.43	24,266.88
FEDERATED INVESTERS B	2,373.16	3,867.75
GENERAL ELECTRIC	29,478.56	33,766.60
GENERAL DYNAMICS	14,894.89	30,493.92
HASBRO INC	16,122.87	30,716.16
INTEL CORP	16,652.95	22,874.80
KINDER MORGAN INC	21,225.06	12,577.56
LOWES COMPANIES	9,096.03	26,918.16
MICROSOFT CORP	10,226.37	19,196.08
NEWMARKET CORP	9,337.55	15,990.66
NORFOLK SOUTHERN	23,476.65	25,377.00
PAYCHEX INC	9,222.47	16,501.68
PFIZER INC	16,779.96	23,661.24
REYNOLDS AMERICAN	16,207.29	27,643.85
THE MOSIAC COMPANY	20,215.32	12,387.91
VERIZON COMM	10,753.60	12,017.20
WELLS FARGO & CO	16,112.51	27,071.28
A/A GROUP	20,216.21	23,227.06
AIR LIQUIDE	4,252.76	3,490.44
AIRBUS GROUP	5,078.14	4,781.89
AJINOMOTO CO	2,488.05	4,093.21
AMADEUS IT HOLDING	7,015.98	7,466.42
ASML HOLDINGS	15,180.47	15,244.58
ASSA ABLOY AB	15,668.78	19,825.58
ASSOCIATED BRITISH FOOD	4,041.85	3,940.62
ASTRAZENECA	17,011.57	17,078.70
BANK OF CHINA	6,550.20	6,021.49
BAYER AG	4,487.05	4,290.46
BAYERISCHE MOTOREN	5,954.80	5,649.15
BNP PARABAS	11,400.16	8,794.30
BRITISH AMERICAN TOBACCO	7,551.37	7,614.56
CANADIAN NATIONAL RAILWAY	3,916.88	3,688.08
CIE FINANCIERE	17,977.85	13,397.19
CREDIT SUISSE	3,423.46	2,838.55
DANONE	9,602.78	8,998.07
DBS GROUP	11,390.08	9,788.23
DENSO CORP	6,305.52	6,239.01
DIAGEO	11,197.20	10,124.27
ELECTROLUX CL B	3,841.80	3,066.83
ENBRIDGE	11,949.88	8,430.26
ESSILOR	5,309.21	6,248.94
FANUC	12,897.50	13,493.16
GEMALTO MONTROUGE	19,964.37	10,987.28
GIVAUDAN SA	4,520.92	4,495.62
GRIFOLS SA	8,448.15	8,254.13
HDFC BANK	6,719.43	6,776.00
IMPERIAL TOBACCO	7,395.51	8,510.69
ING GROEP	3,598.34	3,327.00

JARDINE MATHESON	8,978.20	8,137.91
KAWASAKI HEAVY	4,067.25	3,595.83
KDDI CORPORATION	3,371.59	3,618.19
KEYENCE CORP	19,027.56	26,208.57
KUBOTA	3,779.68	3,609.78
L'OREAL	15,356.85	15,014.51
L.V.M.H.	6,549.84	5,351.76
LIBERTY GLOBAL	16,080.13	15,673.20
LLOYDS BANK	13,741.96	11,759.75
MARUBENI CORP	8,408.23	5,861.42
MEDTRONIC	6,030.32	6,076.68
MEGGITT HOLDINGS	7,289.28	4,970.43
MURATA MFG	12,555.39	18,987.48
NATIONAL GRID	8,116.34	8,553.22
NESTLE	12,316.81	12,437.41
NISSAN MOTORS	5,552.73	6,371.14
NOVARTIS	16,960.41	18,730.05
NOVO NORDISK	17,644.22	29,454.87
NTT DOCOMO	5,070.79	4,584.12
PERNOD RICARD	16,055.61	15,427.62
PRUDENTIAL	10,693.73	10,808.83
RECKITT BENCKISER	3,775.12	4,073.33
RIO TINTO	7,293.43	4,522.25
ROCHE HOLDINGS	14,571.37	14,358.44
SAFRAN	14,645.28	15,901.76
SAMPO	16,755.20	17,971.75
SAMSONITE	5,227.37	4,641.73
SAP	9,346.30	9,150.77
SINGAPORE TELECOM	5,006.94	4,270.97
SMC CORP	15,906.50	17,694.76
SOFTBANK CORP	17,454.53	12,860.27
SUMITOMO MITSUI	4,279.16	3,867.21
SVENSKA	5,490.70	4,820.98
SYSMEX	6,982.74	12,302.01
TAIWAN MANUFACTURING	13,499.93	13,172.25
TOTAL SA	15,650.18	12,999.56
TREND MICRO	5,852.93	7,130.96
UBS GROUP	4,785.31	4,446.09
UNILEVER	11,154.64	11,991.14
VODAFONE	13,652.64	13,403.80
ABBVIE INC	11,501.55	13,802.92
ACADIA HEALTHCARE	11,475.05	14,865.48
ACCENTURE	10,203.44	13,167.00
ACE LIMITED	12,643.24	14,606.25
ACI WORLDWIDE	16,850.23	17,248.40
ACUITY BRANDS	8,944.55	18,937.80
AKORN INCORP	13,220.65	19,811.61
ALIGN TECH	7,398.93	8,823.90
APPLE INC	15,627.17	20,420.44
AT&T INC	15,036.65	14,555.43
BALL CORP	11,008.24	11,273.15
BANCORPSOUTH	11,144.12	11,251.31
BANK OF THE OZARKS	11,561.45	14,293.94
BLACKROCK INC	8,231.76	9,194.04

BOEING	12,792.10	13,591.46
BURLINGTON STORES INC	11,767.45	9,266.40
CHARLES RIVER LABS	15,864.38	17,926.97
CHEVRON CORP	17,402.83	13,134.16
CIENA CORP	6,769.51	6,475.97
COLGATE PALMOLIVE	12,867.64	12,857.66
CORE LAB	11,733.67	10,439.04
CRITEO	14,423.64	11,919.60
CUBESMART	11,324.36	12,615.44
CULLEN FIRST BKRS	10,411.29	8,760.00
CVS HEALTH CORP	10,089.39	15,056.58
DEXCOM INC	9,029.23	17,280.90
DIAMONDBACK ENERGY	15,169.83	14,049.00
DISCOVER FINANCIAL	10,836.14	9,812.46
WALT DISNEY CO	7,896.97	6,935.28
EMC CORPORATION	9,839.78	10,220.64
E TRADE FINANCIAL	14,230.59	21,222.24
EURONET WORLDWIDE	15,165.59	21,366.85
EXACT SCIENCES	12,397.95	4,587.31
FAIR ISAAC	14,091.04	15,068.80
FIDELITY NATIONAL INFO	10,391.12	12,180.60
FORTINET	14,424.58	16,675.95
FORTUNE BRANDS AND HOME SECURITY	15,270.65	16,650.00
FTI CONSULTING	15,950.89	13,482.74
GENERAL MOTORS	12,267.74	13,025.83
HEALTH CARE SERVICES	15,168.76	17,156.04
HEXCEL CORP	9,086.97	9,661.60
HONEYWELL INTL	11,921.92	13,671.24
INFINERA CORP	12,951.16	10,980.72
JOHNSON & JOHNSON	13,106.57	13,559.04
JONES LANG LASALLE	9,170.31	12,149.36
JPMORGAN CHASE & CO	13,292.84	15,715.14
KENNEDY WILSON HOLDINGS	8,919.91	7,826.00
KINDER MORGAN INC	14,791.06	6,057.52
LA QUINTA HOLDINGS	14,818.24	9,880.86
LASALLE HOTEL	12,086.30	9,787.24
LENNAR CORP	10,254.32	11,102.57
LITHIA MOTORS	12,675.47	15,253.81
LOWES COMPANIES	7,457.09	11,101.84
MACYS INC	10,997.44	7,275.84
MANHATTAN ASSOCIATES	12,509.30	13,829.53
MARSH & MCLENNAN	9,420.06	10,091.90
MARTIN MARIETTA	14,811.78	16,935.92
MATADOR	8,268.78	6,563.64
MEDTRONIC	14,856.23	15,076.32
MEMORIAL RESOURCE	8,616.06	7,154.45
MICROSOFT CORP	10,549.83	15,645.36
MIDDLEBY CORP	9,132.92	13,483.75
MONDELEZ INTERNATIONAL	7,570.16	7,936.68
MONRO MUFFLER	6,006.27	5,562.48
MONSANTO CO	10,502.51	9,162.36
NEXTERA ENERGY	11,812.85	13,297.92
NIELSEN	10,532.58	10,904.40
NOVO NORDISK	6,940.00	11,616.00

PACKAGING CORP OF AMERICA	12,438.92	12,231.70
PEPSICO INC	13,810.33	14,388.48
PERKINELMER	11,242.80	13,446.07
PFIZER INC	14,568.27	14,687.40
PHILLIPS 66	8,799.22	10,306.80
POOL CORPORATION	10,617.71	15,590.54
PRAXAIR INC	10,329.31	8,499.20
PRIVATE BANCORP	14,720.64	15,054.34
RAMBUS INC	12,558.82	11,949.29
SIGNATURE BANK	14,749.68	16,257.22
SOVRAN SELF STORAGE INC	14,555.63	17,920.77
TAKE TWO INTER	11,002.09	16,339.96
TEGNA INC	16,383.08	15,414.08
TEXAS CAP BANCSHARES	11,646.79	10,477.04
TRACTOR SUPPLY	9,335.56	10,858.50
TREEHOUSE FOODS	13,802.26	12,710.52
ULTA SALON	7,491.36	13,690.00
UNION PACIFIC	11,272.84	10,791.60
UNITEDHEALTH GROUP	9,591.51	15,528.48
V F CORPORATION	12,139.43	12,948.00
VWR CORP	15,468.55	16,986.00
WATSCO INC	14,356.63	13,469.95
WEC ENERGY GROUP	10,279.52	11,031.65
WELLS FARGO & CO	13,307.95	16,579.80
WHIRLPOOL CORP	9,282.61	9,105.94
WHITEWAVE FOODS	7,535.87	9,260.58
FIXED INCOME SHARES SERIES C F	228,310.00	205,795.00
FIXED INCOME SHARES SERIES M F	230,692.80	218,936.34
ABBVIE INC	53,498.12	50,590.96
ADOBE	11,999.24	15,500.10
AEGON	14,105.56	9,984.87
ALEXION PHARMS	14,054.51	15,450.75
ALLERGAN PLC	12,315.23	14,687.50
ALPHABET INC CL C	26,565.43	36,426.24
ALPHABET INC CL A	14,459.21	31,120.40
AMAZON.COM	25,080.34	43,256.96
AMC NETWORKS INC CL A	10,049.64	10,903.28
AMDOCS LIMITED	10,736.85	17,789.82
AMERICA MOVIL	14,249.14	9,265.54
AMERIPRISE FINANCIAL	27,273.88	28,839.82
AMETEK INC	6,368.41	9,967.74
AMERICAN ELEC POWER	17,408.93	23,832.43
AMPHENOL	9,464.34	16,504.68
ANHUI CONCH	12,492.65	9,227.33
AON PLC	11,100.14	14,200.34
APPLE INC	68,758.14	91,470.94
ARCHER DANIELS MIDLAND	13,989.01	10,013.64
ASTRAZENECA	2,961.75	3,089.45
AT&T INC	43,868.29	46,006.17
ATHENAHEALTH INC	8,733.41	16,740.88
ATMEL CORP	6,719.77	9,643.20
ATOS ORIGIN	11,966.79	13,046.80
AUST NW	10,673.42	10,575.06
AVAGO TECHNOLOGIES	16,150.85	16,692.25

AXA	18,267.33	19,175.14
AXIS CAPITAL	3,973.89	6,858.84
BAE SYS .	10,356.04	13,136.94
BEIJING ENTERPRISES	5,746.36	5,575.35
BELLE INTERNATIONAL	6,153.64	3,909.04
BIO TECHNE	5,620.45	7,380.00
BIOGEN INC	25,184.36	19,606.40
BK YOKOHAMA	5,630.10	5,810.06
BLACKROCK INC	15,961.90	15,323.40
BOC HONG KONG	11,744.12	10,868.88
BOSTON SCIENTIFIC	27,286.01	28,582.00
BRISTOL MYERS SQUIBB	21,761.57	25,314.72
BRAODRIDGE FINANCIAL	9,011.38	9,134.10
CA INC	19,400.06	20,706.00
CADENCE DESIGN	8,908.78	13,401.64
CANADIAN PACIFIC RAILWAY	4,774.49	6,762.80
CAPITAL ONE FINANCIAL	22,891.08	18,838.98
CARDINAL HEALTH INC	14,786.85	16,336.41
CARTER HOLDINGS	7,175.31	7,923.67
CBS CORP	14,361.83	11,593.98
CELANESE CORP SER A	22,658.92	21,343.61
CELGENE CORP	9,203.79	11,017.92
CENTENE CORP	9,042.10	9,147.59
CENTRICA	5,900.23	4,919.57
CERNER CORP	10,386.98	9,386.52
CF INDS	12,585.36	10,039.26
CHEVRON CORP	19,204.61	18,801.64
CHINA CONSTRUCT	18,365.51	17,066.94
CHINA MOBILE	10,178.41	11,040.68
CIMPRESS	5,391.26	11,116.18
CISCO SYSTEMS	35,842.92	41,818.72
CITIGROUP INC	22,015.23	22,459.50
CITRIX SYSTEMS	15,250.38	15,130.00
CK HUTCHISON HOLDINGS	8,694.17	11,840.64
COGNIZANT TECH	12,916.67	13,384.46
COMCAST CORP	20,297.84	22,120.56
CONAGRA FOODS	15,128.72	17,327.76
COSTAR GROUP	2,673.51	6,614.08
CROWN CASTLE INTL	23,474.25	29,220.10
DANAHER CORP	14,756.03	20,526.48
DELPHI AUTOMOTIVE	10,782.82	11,916.47
DEUTSCHE LUFT	5,566.50	5,700.92
DNB ASA	5,563.18	4,697.77
DUNKIN BRANDS	13,385.01	12,351.10
EATON CORP	22,511.57	17,485.44
ENN ENERGY	6,072.80	6,094.40
EXPEDITORS INTL	9,668.21	11,365.20
EXPRESS SCRIPTS	17,873.69	18,093.87
EXXON MOBIL CORP	20,578.68	21,202.40
FACEBOOK INC	30,854.16	42,805.94
FEDERATED INVESTERS B	12,279.55	11,173.50
FEDEX	19,917.52	18,027.79
FIDELITY NATIONAL INFO	7,808.76	8,787.00
FIFTH THIRD BANCORP	19,593.74	23,255.70

FLEXTRONICS INTL	4,624.18	7,353.76
FORD MOTOR CO	23,619.53	21,332.26
FORTINET.	3,069.66	5,361.24
GARTNER INC	7,345.05	13,605.00
GENERAL MOTORS	21,499.54	20,644.07
GILDAN ACTIVEWEAR	11,410.75	13,641.60
GILEAD SCIENCES	22,423.12	20,440.38
HANESBRANDS INC	17,149.26	15,450.75
HARTFORD FINANCIAL	24,093.80	24,511.44
HOME DEPOT INC	22,298.28	32,004.50
HONEYWELL INTL	27,672.98	28,274.61
ICICI BANK	13,367.62	10,758.42
ILLUMINA INC	12,204.46	12,092.54
IMPERIAL TOBACCO	7,902.11	11,526.75
INTEL CORP	16,573.45	24,562.85
INTERCONTINENTAL EXCHANGE	15,641.41	17,425.68
IBM	45,733.58	38,946.46
INTERNATIONAL PAPER	13,679.83	16,248.70
INTERPUBLIC GROUP	14,597.79	16,272.72
INTUIT CO	25,030.65	30,494.00
ISRAEL CHEMICAL	4,835.26	3,928.50
ISUZU MOTORS	12,963.83	11,298.25
JACK HENRY	9,447.22	15,065.58
JOHNSON & JOHNSON	17,043.22	23,933.76
JPMORGAN CHASE & CO	28,870.73	48,333.96
KDDI CORPORATION	12,679.37	14,110.06
KEPPEL LTD	13,959.29	9,699.89
KLA TENCOR	9,072.56	12,968.45
KOC HOLDING	5,945.45	4,860.72
THE SOUTHERN COMPANY	3,209.08	3,334.36
KOREA ELECTRIC POWER	14,046.66	13,993.37
LAMAR ADVERTISING	13,178.86	18,173.94
ESTEE LAUDER COS INC	16,703.48	18,492.60
LPL FINANCIAL	14,884.09	15,993.75
MACYS INC	28,795.42	18,539.40
MAGNA INTL	7,631.86	9,572.16
MAN GROUP	6,904.36	6,428.16
MANULIFE	11,372.30	11,369.82
MARKS & SPENCER	10,453.11	10,977.83
MASIMO CORP	4,981.34	9,090.69
MATTEL INC	22,778.05	22,388.08
MCDONALDS CORP	23,674.03	28,117.32
MEAD JOHNSON	6,126.59	5,921.25
MEDIVATION INC	3,573.51	5,897.48
METLIFE INC	41,635.69	43,389.00
MITSUBISHI ELEC	6,235.98	6,234.03
MITSUI CO	6,562.09	5,714.40
MOLSON COOR NREW CO CL B	13,195.96	16,623.84
MONDELEZ INTERNATIONAL	15,962.03	19,908.96
MSCI INC CL A	7,961.03	16,229.25
NICE SYST	13,175.32	13,986.08
NIKE INC CL B	13,845.19	19,000.00
NORDEA BANK	13,901.95	11,742.15
NSK	13,699.68	11,198.79

OMNICOM GROUP	6,300.83	9,079.20
ON SEMICONDUCTOR	6,322.67	9,368.80
OPEN TEXT CORP	6,837.76	6,422.62
ORACLE CORP	24,591.46	20,602.92
PEPSICO INC	29,632.24	33,673.04
PERSIMMON	8,570.27	12,876.88
PFIZER INC	19,929.30	21,982.68
PJSC LUKOIL	15,411.77	8,868.42
PNC FINANCIAL	14,746.90	24,018.12
POTASH CORP	10,735.05	4,382.72
PRECISION CASTPARTS	13,429.82	13,456.58
PROCTER & GAMBLE	21,044.05	22,711.26
PT BANK RAKYAT	6,398.53	6,142.50
PUBLIC SERVICE ENT	21,276.53	21,821.16
QUEST DIAGNOSTICS	10,314.21	10,813.28
RAYTHEON CO	17,838.06	20,921.04
REGENERON PHARM	9,952.11	12,486.01
REXNORD	16,809.00	10,763.28
RIO TINTO	17,546.69	9,172.80
RITCHIE BROS	8,692.20	9,933.32
ROPER INDUSTRIES	3,931.40	13,664.88
ROYAL DUTCH SHELL	72,137.26	54,948.00
RYANAIR	5,132.69	13,660.68
RYDER SYSTEMS	23,123.98	14,434.82
SALESFORCE	16,060.95	21,089.60
SANOFI	10,651.16	11,686.10
SASOL LTD	36,485.63	26,444.52
HENRY SCHEIN	9,487.93	19,140.99
SCHLUMBERGER LTD	14,145.33	11,439.00
SENSATA TECH	15,553.78	21,832.44
SKY PLC	5,914.17	6,785.64
SMURFIT KAPPA GROUP	5,138.91	5,788.50
SPLUNK INC	8,544.64	7,174.82
SS AND C TECHNOLOGIES	10,362.12	15,770.37
SUMITOMO CHEMICAL	12,347.86	12,738.44
SUMITOMO METAL & MINING	8,344.00	6,302.15
SVENSKA	3,885.56	7,715.72
SYNCHRONY FINANCIAL	15,047.67	14,535.98
T AND D HOLDINGS	12,009.22	11,799.28
TAIWAN MANUFACTURING	10,938.24	12,922.00
TD AMERITRADE	9,630.60	9,232.86
TE CONNECTIVITY	9,253.57	16,604.77
TELEFLEX INC	8,892.96	8,938.60
TELESITES	0.00	427.69
TELIASONERA	6,770.64	5,440.28
TESLA MOTORS	5,256.35	6,000.25
TEVA PHAMACEUTICALS	31,287.31	43,453.68
THE PRICELINE GROUP	14,670.38	17,849.30
TJX COS INC	15,217.47	15,174.74
TORONTO DOMINION BANK	7,780.19	11,555.15
TOTAL SA	22,507.22	19,688.10
TRANSDIGM	3,751.38	7,310.40
ULTA SALON	11,848.76	15,355.00
UNITED TECHS	40,143.07	36,410.53

UNITEDHEALTH GROUP	21,387.81	21,645.76
UNITED OVERSEAS	10,737.96	10,441.45
VALERO ENERGY CORP	18,709.33	21,283.71
VARIAN MEDICAL	13,234.40	17,210.40
VERISK ANALYTICS	16,882.33	26,677.36
VERIZON COMM	22,753.05	33,925.48
VERTEX PHARM	14,489.67	15,351.26
VISA INC	27,087.12	37,301.55
WALMART STORES INC	51,671.68	46,588.00
WATERS CORP	5,994.94	10,093.50
WELLS FARGO & CO	28,160.99	45,771.12
WEST JAPAN	8,683.82	9,160.80
WEX INC	11,706.31	10,166.00
WOLVERINE WORLD WIDE	6,782.28	4,845.90
WORKDAY INC CL A	10,315.09	10,039.68
WORLD FUEL SERVICES	6,204.72	6,538.20
WPP PLC	12,228.62	12,850.88
XILINX INC	10,505.65	13,715.24
ZURICH INSURANCE	8,273.48	11,531.28
DOW CHEMICAL	11,795.04	12,509.64
TRAVELERS COS	31,916.49	43,225.38
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,886,781.98	6,445,605.04

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALLIANZGI INCOME AND GROWTH	FMV	125,993.64	109,284.25
ANGEL OAK MULTI STRATEGY	FMV	76,772.89	72,425.19
BLACKROCK STRATEGIC INCOME	FMV	99,981.64	95,207.30
BLACKROCK MULTI ASSET	FMV	182,699.09	171,229.41
BLACKROCK LOW DURATION	FMV	84,121.00	82,591.81
BLACKROCK GLOBAL ALLOCATION	FMV	91,805.65	78,176.55
BLACKSTONE ALT MULTI STRATEGY	FMV	56,834.16	54,779.11
CALAMOS MARKET NEUTRAL	FMV	140,283.67	137,813.58
FIRST EAGLE GLOBAL	FMV	51,009.87	48,299.00
GOLDMAN SACHS INCOME	FMV	74,752.91	68,228.38
GOTHAM ABSOLUTE RETURN	FMV	58,623.71	53,012.41
CONSUMER DISCRETIONARY	FMV	138,596.96	166,873.31
HEALTH CARE SELECT	FMV	132,672.60	173,592.30
ISHARES MSCI EAFE	FMV	377,621.48	337,287.68
ISHARES IBOXX	FMV	98,063.73	95,768.40
ISHARES TIPS BOND	FMV	79,201.67	77,105.04
ISHARES 3-7 YEAR	FMV	87,721.15	87,420.93
ISHARES MSB ETF	FMV	196,876.38	194,075.40
ISHARES INC CORE	FMV	22,070.00	18,473.91
MARKET VECTORS EM CURRENCY	FMV	22,323.99	18,904.00
MATERIAL SELECT	FMV	34,374.43	29,872.96
POWERSHARES GLOBAL	FMV	59,717.61	57,296.38

POWERSHARES PREFERRED	FMV	19,129.49	19,629.35
SECTOR SPDR CONSUMER	FMV	186,741.94	192,568.86
SECTOR SPDR ENERGY	FMV	178,773.54	139,399.52
SECTOR SPDR INDUSTRIAL	FMV	212,211.71	200,589.84
SECTOR SPDR UTILITIES	FMV	98,633.11	95,302.56
SPDR BARCLAYS HIGH YIELD	FMV	32,412.38	28,145.30
VANGUARD FINANCIALS	FMV	286,480.66	280,186.35
VANGUARD INFORMATION	FMV	177,756.67	213,006.43
VANGUARD TELECOM	FMV	47,391.57	46,653.96
VANGUARD INTERMEDIATE	FMV	246,061.76	240,707.88
VANGUARD SHORT TERM BOND	FMV	147,232.16	146,010.95
TOTAL TO FORM 990-PF, PART II, LINE 13		3,924,943.22	3,829,918.30