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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

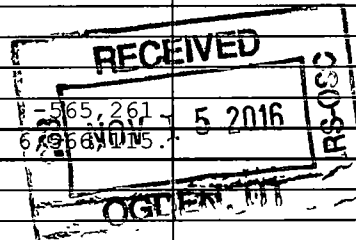
, 2015, and ending

, 20

Name of foundation THE OFFIELD FAMILY FOUNDATION		A Employer identification number 36-6066240
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (312) 444-3645
P.O. BOX 1105		
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60690		
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		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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 86,104,559.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)		1,709,523.			
2 Check ☐ if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments		2,759.	2,759.		
4 Dividends and interest from securities		1,918,648.	1,918,648.		
5a Gross rents					
b Net rental income or (loss)		5,209,969.			
6a Net gain or (loss) from sale of assets not on line 10			5,209,969.		
b Gross sales price for all assets on line 6a	54,539,875.				
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)		-569,553.			
11 Other income (attach schedule) ATCH 1		8,271,346.			
12 Total. Add lines 1 through 11		18,000.			18,000.
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 2		83,840.			83,840.
b Accounting fees (attach schedule) ATCH 3		35,168.			35,168.
c Other professional fees (attach schedule) [4]		653,409.	653,409.		
17 Interest ATCH 5		1,792.	1,792.		
18 Taxes (attach schedule) (see instructions) [6]		113,611.	63,611.		
19 Depreciation (attach schedule) and depletion		6,726.			
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 7		137.	122.		15.
24 Total operating and administrative expenses. Add lines 13 through 23.		912,683.	718,934.		137,023.
25 Contributions, gifts, grants paid		6,907,000.			6,907,000.
26 Total expenses and disbursements. Add lines 24 and 25		7,819,683.	718,934.	0.	7,044,023.
27 Subtract line 26 from line 12		451,663.			
a Excess of revenue over expenses and disbursements			5,847,181.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

SCANNED NOV 17 2016

Revenue
Operating and Administrative Expenses

998

Part II Balance Sheets		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	5,680,618.	8,265,785.	8,265,785.
	3 Accounts receivable ▶ 29,284.			
	Less allowance for doubtful accounts ▶	31,981.	29,284.	29,284.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)	2,095,661.	3,180,068.	3,152,957.
	b Investments - corporate stock (attach schedule)	52,677,692.	53,686,368.	56,907,208.
	c Investments - corporate bonds (attach schedule)	3,673,516.	3,168,450.	3,118,278.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
Liabilities	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	18,777,203.	15,080,524.	14,422,545.
	14 Land, buildings, and equipment basis ▶ 262,310. Less accumulated depreciation ▶ (attach schedule)	215,228.	208,502.	208,502.
	15 Other assets (describe ▶)	2,899.		
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	83,154,798.	83,618,981.	86,104,559.
	17 Accounts payable and accrued expenses		12,520.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	12,520.	
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	83,154,798.	83,606,461.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	83,154,798.	83,606,461.	
	31 Total liabilities and net assets/fund balances (see instructions)	83,154,798.	83,618,981.	

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	83,154,798.
2 Enter amount from Part I, line 27a	2	451,663.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	83,606,461.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	83,606,461.

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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** SEE PART IV SCHEDULE

b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) 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			

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	5,209,969.
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	6,652,070.	93,345,412.	0.071263
2013	6,501,980.	88,564,828.	0.073415
2012	650,729.	82,244,497.	0.007912
2011	5,950,046.	81,930,494.	0.072623
2010	6,565,330.	86,108,558.	0.076245

2 Total of line 1, column (d)	2	0.301458
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	0.060292
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	89,688,530.
5 Multiply line 4 by line 3	5	5,407,501.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	58,472.
7 Add lines 5 and 6	7	5,465,973.
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	7,044,023.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	58,472.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	58,472.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	58,472.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 163,558.		
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	163,558.
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	105,086.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ 105,086. Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IL, _____		
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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ BDO USA, LLP Telephone no ▶ 616-774-7000 Located at ▶ 200 OTTAWA AVE NW STE 300 GRAND RAPIDS, MI ZIP+4 ▶ 49503			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐	Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐	Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐	Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒	Yes	☐ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐	Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐	Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		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?	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? If "Yes," list the years ▶	☐	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)	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)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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

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

Total number of other employees paid over \$50,000. ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 9		297,871.

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A

2

3

4

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

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

Amount

1 NONE

2

All other program-related investments See instructions

3 NONE

Total. Add lines 1 through 3 ▶

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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	84,237,143.
b	Average of monthly cash balances	1b	6,608,700.
c	Fair market value of all other assets (see instructions)	1c	208,502.
d	Total (add lines 1a, b, and c)	1d	91,054,345.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	91,054,345.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,365,815.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	89,688,530.
6	Minimum investment return. Enter 5% of line 5	6	4,484,427.

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

1	Minimum investment return from Part X, line 6	1	4,484,427.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	58,472.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	58,472.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,425,955.
4	Recoveries of amounts treated as qualifying distributions	4	110,000.
5	Add lines 3 and 4	5	4,535,955.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,535,955.

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	7,044,023.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,044,023.
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	58,472.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,985,551.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				4,535,955.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010 2,386,032.				
b From 2011 1,927,705.				
c From 2012				
d From 2013 2,249,905.				
e From 2014 2,175,137.				
f Total of lines 3a through e	8,738,779.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>7,044,023.</u>				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount.				4,535,955.
e Remaining amount distributed out of corpus.	2,508,068.			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,246,847.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	2,386,032.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	8,860,815.			
10 Analysis of line 9				
a Excess from 2011 1,927,705.				
b Excess from 2012				
c Excess from 2013 2,249,905.				
d Excess from 2014 2,175,137.				
e Excess from 2015 2,508,068.				

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

NOT APPLICABLE

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

SEE SCHEDULE B INFORMATION

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

N/A

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				6,907,000.
Total			▶ 3a	6,907,000.
b Approved for future payment				
Total			▶ 3b	

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> | | Yes | No |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> | | | |
| <p>(1) Cash</p> | 1a(1) | | X |
| <p>(2) Other assets</p> | 1a(2) | | X |
| <p>b Other transactions:</p> | | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1b(1) | | X |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1b(2) | | X |
| <p>(3) Rental of facilities, equipment, or other assets</p> | 1b(3) | | X |
| <p>(4) Reimbursement arrangements</p> | 1b(4) | | X |
| <p>(5) Loans or loan guarantees</p> | 1b(5) | | X |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | 1b(6) | | X |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | 1c | | X |
| <p>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.</p> | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

Signature of officer or trustee

Date 11/7/16

► PROSPERITY
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name MATTHEW BECKER		Preparer's signature <i>Matthew Becker</i>		Date 11/01/2016	Check ☐ if self-employed	PTIN P00295296
Firm's name ▶ BDO USA, LLP					Firm's EIN ▶ 13-5381590	
Firm's address ▶ 200 OTTAWA AVE NW STE 300 GRAND RAPIDS, MI 49503					Phone no 616-774-7000	

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2015

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990**Name of the organization**

THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number
36-6066240**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARITABLE LEAD UNITR FBO JAMES OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 407,544.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	CHARITABLE LEAD UNITR FBO PAXSON OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 408,653.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	OFFIELD CHARITABLE LEAD UNITRUST NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 893,326.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MAF DEBT FUND - EIN: 45-3156429	-577,187.	-577,187.
WILLIAMS PARTNERS LP - EIN: 20-2485124	-114,248.	44.
OTHER INCOME	11,882.	11,882.
RECOVERY OF QUALIFIED DISTRIBUTION	110,000.	
TOTALS	-569,553.	-565,261.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PERKINS COIE, LLP	83,840.			83,840.
TOTALS	<u>83,840.</u>			<u>83,840.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BDO USA, LLP	35,168.			35,168.
TOTALS	<u>35,168.</u>			<u>35,168.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NORTHERN TRUST	238,054.	238,054.
TRUSTEE FEES	59,620.	59,620.
CAMBIAR INVESTMENT FEES	38,266.	38,266.
VULCAN INVESTMENT FEES	117,085.	117,085.
SAGE INVESTMENT FEES	15,404.	15,404.
WHV INVESTMENT FEES	43,281.	43,281.
MONARCH INVESTMENT FEES	49,339.	49,339.
WCM INVESTMENT FEES	22,035.	22,035.
NT EMERGING MARKET FUND	34,111.	34,111.
MAF EMERGING MARKET FUND	36,214.	36,214.
 TOTALS	<u>653,409.</u>	<u>653,409.</u>

ATTACHMENT 5FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE	1,792.	1,792.
TOTALS	<u>1,792.</u>	<u>1,792.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAXES	50,000.	
FOREIGN TAXES WITHHELD	63,611.	63,611.
TOTALS	<u>113,611.</u>	<u>63,611.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CHARITY BUREAU	15.		15.
MERRILL LYNCH	10.	10.	
WILLIAMS PARTNERS LP	112.	112.	
TOTALS	<u>137.</u>	<u>122.</u>	<u>15.</u>

THE OFFIELD FAMILY FOUNDATION

36-6066240

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES S. OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	PRESIDENT & TREASURER 1.00	0.	0.	0.
MEIGHAN OFFIELD P.O. BOX 1105 CHICAGO, IL 60690	SECRETARY 1.00	0.	0.	0.
CHASE OFFIELD P.O. BOX 1105 CHICAGO, IL 60690	VICE PRESIDENT 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
NORTHERN TRUST COMPANY 50 SOUTH LASALLE STREET CHICAGO, IL 60675	MONEY MANAGEMENT	297,871.
TOTAL COMPENSATION		<u>297,871.</u>

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2015
PART II, LINE 10A - INVESTMENTS, U.S. GOVERNMENT OBLIGATIONS

	Book Value	Fair Market Value
GOVERNMENT BONDS	2,396,681.89	2,378,409.97
GOVERNMENT AGENCIES	270,142.79	265,324.60
MUNICIPAL/PROVINCIAL BONDS	67,521.80	63,237.90
GOVERNMENT MORTGAGE BACKED SECURITIES	249,992.43	249,497.57
INDEX LINKED GOVERNMENT BONDS	195,728.61	196,486.80
TOTAL U.S. GOVERNMENT OBLIGATIONS	3,180,067.52	3,152,956.84



Portfolio Value
As of 31 DEC 15

Consolidation Name Offield Family Foundation

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Asset ID											
Government Bonds											
UNITED STATES OF AMER TREAS BONDS DTD 05/15/2015 2 125% CUSIP 912828XB1	98 6953			United States	321 02	115,473 50	116,046 47	-572 97	0 00	-572 97	
UNITED STATES TREAS NTS 2 125% DUE 01-31-2021 REG	101 4766										
CUSIP 912828B58	680,000,000	United States	6,047 01	690,040 88	695,307 22	-5,266 34	0 00	-5,266 34			
UNITED STATES TREAS NTS DTD 01/31/2015 1 25% DUE 01-31-2020 CUSIP 912828H52	98 4609										
UNITED STATES TREAS NTS DTD 06/15/2015 1 125% DUE 06-15-2018 CUSIP 912828XF2	99 7656			United States	606 79	114,214 64	114,634 48	-419 84	0 00	-419 84	
UNITED STATES TREAS NTS DTD 09/30/2014 1 75% DUE 09-30-2019 CUSIP 912828F39	100 6758			United States	99 28	189,554 64	190,782 08	-1,227 44	0 00	-1,227 44	
UNITED STATES TREAS NTS DTD 1 625% DUE 03-31-2019 REG CUSIP 912828C65	100 6250			United States	2,605 77	589,960 18	598,118 72	-8,158 54	0 00	-8,158 54	
UNITED STATES TREAS NTS DTD 11/30/2012 625% DUE 11-30-2017 CUSIP 912828UA6	99 1719			United States	990 98	241,500 00	242,847 64	-1,347 64	0 00	-1,347 64	
UNITED STATES TREAS NTS DTD 604 2 375% DUE 08-15-2024 REG CUSIP 912828D56	101 0430			United States	202 18	366,936 03	367,081 71	-145 68	0 00	-145 68	
UNITED STATES TREAS NTS DTD 604 2 375% DUE 08-15-2024 REG CUSIP 912828D56	70,000,000	United States	627 95	70,730 10	71,863 57	-1,133 47	0 00	-1,133 47		-1,133 47	

^ Complete cost information not available.

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Northern Trust

Portfolio Value

As of 31 DEC 15

Consolidation Name

Offield Family Foundation

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Security Description		Market Price Local		Country of		Accrued		Unrealized Gain/Loss		Unrealized Gain/Loss		Unrealized Gain/Loss	
Asset ID		Shares/Par	Risk Name	Income/Expense	Market Value	Cost		- Market	- Translation	- Total			
Total Government Bonds													
				11,500 98	2,378,409 97	2,396,681 89		-18,271 92	0 00	-18,271 92			

^ Complete cost information not available.

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Northern Trust

Portfolio Value

As of 31 DEC 15

Consolidation Name

Offield Family Foundation

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Asset ID											
Government Agencies											
FANNIE MAE 1 5% DUE 06-22-2020	98 7548										
CUSIP 3135G0D75	200,000 000	United States		75 00	197,509 60	197,159 99	349 61	0 00		349 61	
PEMEX PROJ FDG MASTER TR GTD NT 5 75% DUE	104 1000										
03-01-2018 REG CUSIP 706451BS9	40,000 000	Mexico		766 66	41,640 00	44,505 00	-2,865 00	0 00		-2,865 00	
PETROLEOS MEXICANOS 3 5% DUE 01-30-2023	87 2500										
REG CUSIP 71654QBG6	30,000 000	Mexico		440 41	26,175 00	28,477 80	-2,302 80	0 00		-2,302 80	
Total Government Agencies											

^ Complete cost information not available.

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Northern Trust

Portfolio Value

As of 31 DEC 15

Consolidation Name

Offield Family Foundation

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Security Description	Market Price Local					
Asset ID	Shares/Par Risk Name	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss
			Income/Expense			- Market
Municipal/Provincial Bonds						
CALIFORNIA ST	114 9780					
6.2% DUE						
10-01-2019 BEC						
TAXABLE						
CUSIP 13063A7G3	55,000 000 United States		852 50	63,237 90	67,521 80	-4,283 90
Total Municipal/Provincial Bonds			852 50	63,237 90	67,521 80	-4,283 90
						- Total

^ Complete cost information not available

*Generated by Northern Trust on 22 Aug 16



Offfield Family Foundation

Consolidation Name

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^ Complete cost information not available

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Northern Trust

Portfolio Value

As of 31 DEC 15

Consolidation Name

Offield Family Foundation

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss		Unrealized Gain/Loss					
Asset ID								- Market	- Translation	- Total	- Total				
Index Linked Government Bonds															
UNITED STATES															
OF AMER INFL															
INDXD TREAS															
NOTES 0 25% TB															
CUSIP 912828H45															
Total Index Linked Government Bonds															
								237 73	196,486 80	195,728 61	758 19	0 00	758 19		
								237 73	196,486 80	195,728 61	758 19	0 00	758 19		

^ Complete cost information not available.

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THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2015
PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

	Book Value	Fair Market Value
COMMON STOCK	53,686,368.01	56,907,207.77
TOTAL CORPORATE STOCK	53,686,368.01	56,907,207.77



Northern Trust

Portfolio Value

As of 31 DEC 15

Consolidation Name

Offield Family Foundation

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Asset ID											
Common Stock											
#REORG/ACE LIMITED NAME CHANGE CHUBB LTD 221RA71 CUSIP H0023R105	116 8500			1,242 85	216,756 75	199,608 20	17,148 55	0 00		17,148 55	
#REORG/AVAGO TECHNOLOGIES LTD NPV STOCK MERGER CUSIP Y0486S104	145 1500			0 00	96,669 90	96,506 56	163 34	0 00		163 34	
#REORG/FOREST CITY MANDATORY EXCHANGE CUSIP 345550107	21 9300			0 00	37,105 56	16,703 09	20,402 47	0 00		20,402 47	
#REORG/IMPERIAL NAME CHANGE ADR IMPERIAL BRANDS 221YAV1 CUSIP 453142101	105 7500			2,495 24	146,886 75	108,854 88	38,031 87	0 00		38,031 87	
#REORG/INTERCO NTINENTAL REVERSE SPLIT ADR INTER CUSIP 45857P509	38 7400			0 00	20,415 98	20,022 89	393 09	0 00		393 09	
#REORG/MARKIT LTD NAME CHANGE IHS MARKIT 2A1GA72 CUSIP G58249106	30 1700			0 00	122,339 35	104,357 62	17,981 73	0 00		17,981 73	
#REORG/MCGRAW HILL NAME CHANGE S&P GLOBAL INC CUSIP 580645109	98 5800			0 00	196,075 62	195,707 68	367 94	0 00		367 94	
#REORG/PARTNER RE HOLDING CASH MERGER 03-18-2016 CUSIP G6852T105	1,989 000 139 7400 500 000	United States		0 00	69,870 00	37,079 05	32,790 95	0 00		32,790 95	

^ Complete cost information not available.

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Northern Trust

Portfolio Value

As of 31 DEC 15

Consolidation Name

Offield Family Foundation

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss			
Asset ID								- Market	- Translation	- Total	
Common Stock											
#REORG/REXAM	44 7200				0.00	62,160.80	68,572.85	-6,412.05	0.00		-6,412.05
PLC CASH AND STOCK MERGER BALL CORP											
CUSIP 761655604	1,390,000	United Kingdom			0.00						
3M CO COM	150 6400										
CUSIP 88579Y101	1,093,000	United States			0.00	164,649.52	146,333.49	18,316.03	0.00		18,316.03
AAON INC COM	23 2200										
PAR \$0.004 COM											
PAR \$0.004											
CUSIP 000360206	2,132,000	United States			0.00	49,505.04	17,712.87	31,792.17	0.00		31,792.17
ABBOTT	44 9100										
LABORATORIES, COMMON STOCK, NO PAR											
CUSIP 002824100	664,000	United States			0.00	29,820.24	29,209.89	610.35	0.00		610.35
ABBVIE INC COM	59 2400										
USD0.01											
CUSIP 00287Y109	2,493,000	United States			0.00	147,685.32	109,452.32	38,233.00	0.00		38,233.00
ABM INDS INC COM	28 4700										
CUSIP 000957100	1,625,000	United States			0.00	46,263.75	52,880.61	-6,616.86	0.00		-6,616.86
ACADIA	62 4600										
HEALTHCARE CO INC COM											
CUSIP 00404A109	1,523,000	United States			0.00	95,126.58	97,255.55	-2,128.97	0.00		-2,128.97
ACTIVISION BLIZZARD INC COM	38 7100										
STK											
CUSIP 00507V109	4,750,000	United States			0.00	183,872.50	151,943.00	31,929.50	0.00		31,929.50
ADIDAS AG	48 5100										
CUSIP 00687A107	2,434,000	Germany			0.00	118,073.34	87,007.23	31,066.11	0.00		31,066.11
ADR ABB LTD	17 7300										
SPONSORED ADR											
CUSIP 000375204	4,252,000	Switzerland			0.00	75,387.96	84,510.46	-9,122.50	0.00		-9,122.50
ADR ABERDEEN	8 4700										
ASSET MGMT PLC ADR											
CUSIP 00300A104	33,904,000	United Kingdom			0.00	287,166.88	448,232.35	-161,065.47	0.00		-161,065.47

^ Complete cost information not available.

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Asset ID								- Market			
Common Stock											
ADR ACCOR S A		8 7000									
SPONSORED ADR											
NEW											
CUSIP 00435F309		11,700 000 France			0 00	101,790 00	112,902 95	-11,112 95		0 00	-11,112 95
ADR AEGON N V NY		5 6700									
REGISTRY SHS											
SHS											
CUSIP 007924103		18,638 000 Netherlands			0 00	105,677 46	156,621 53	-50,944 07		0 00	-50,944 07
ADR ARM HLDGS		45 2400									
PLC SPONSORED											
ADR											
CUSIP 042068106		3,400 000 United Kingdom			0 00	153,816 00	175,340 72	-21,524 72		0 00	-21,524 72
ADR		33 9500									
ASTRAZENECA											
PLC SPONSORED											
ADR											
CUSIP 046353108		1,628 000 United Kingdom			0 00	55,270 60	41,829 42	13,441 18		0 00	13,441 18
ADR		33 9500									
ASTRAZENECA											
PLC SPONSORED											
ADR											
CUSIP 046353108		5,485 000 United Kingdom			0 00	186,215 75	184,388 82	1,826 93		0 00	1,826 93
ADR ATOS ORIGIN		16 8270									
SA ADR											
CUSIP 04962A105		7,260 000 France			0 00	122,164 02	104,932 19	17,231 83		0 00	17,231 83
ADR AXA SA		27 3150									
SPONSORED ADR											
CUSIP 054536107		1,600 000 France			0 00	43,704 00	34,891 97	8,812 03		0 00	8,812 03
ADR BAE SYS PLC		29 4550									
SPONSORED ADR											
CUSIP 05523R107		2,245 000 United Kingdom			0 00	66,126 47	48,669 37	17,457 10		0 00	17,457 10
ADR BANCO		7 3300									
BILBAO VIZCAYA											
ARGENTARIA S A											
SPONSORED ADR											
CUSIP 05946K101		13,562 000 Spain			0 00	99,409 46	157,546 31	-58,136 85		0 00	-58,136 85

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Asset ID		Shares/Par	Risk Name	Income/Expense								- Market	- Translation	- Total			
Common Stock																	
ADR BARCLAYS		12 9600															
PLC AMERICAN																	
DEPOSITARY																	
RECEIPT																	
CUSIP 06738E204		7,975 000	United Kingdom	0.00				103,356 00		129,470 14		-26,114 14	0.00			-26,114 14	
ADR BASF		76 0150															
AKTIENGESSELLSC																	
HAFT - LEVEL I																	
CUSIP 055262505		1,425 000	Germany	0.00				108,321 37		94,238 73		14,082 64	0.00			14,082 64	
ADR BAYER A G		124 8350															
SPONSORED ADR																	
CUSIP 072730302		732 000	Germany	0.00				91,379 22		82,832 53		8,546 69	0.00			8,546 69	
ADR BHP BILLITON		25 7600															
LTD SPONSORED																	
ADR																	
CUSIP 088606108		1,041 000	Australia	0.00				26,816 16		74,430 86		-47,614 70	0.00			-47,614 70	
ADR BHP BILLITON		25 7600															
LTD SPONSORED																	
ADR																	
CUSIP 088606108		3,525 000	Australia	0.00				90,804 00		260,783 80		-169,979 80	0.00			-169,979 80	
ADR BNP PARIBAS		28 2600															
SPONSORED ADR																	
REPSTG																	
CUSIP 05565A202		2,214 000	France	0.00				62,567 64		88,550 60		-25,982 96	0.00			-25,982 96	
ADR BOC HONG		60 7200															
KONG HLDGS LTD																	
SPONSORED ADR																	
CUSIP 096813209		782 000	Hong Kong	0.00				47,483 04		47,842 25		-359 21	0.00			-359 21	
ADR BRITISH		110 4500															
AMERN TOB PLC																	
SPONSORED COM																	
STK																	
CUSIP 110448107		1,114 000	United Kingdom	0.00				123,041 30		114,377 68		8,663 62	0.00			8,663 62	
ADR BRITISH		110 4500															
AMERN TOB PLC																	
SPONSORED COM																	
STK																	
CUSIP 110448107		1,300 000	United Kingdom	0.00				143,585 00		93,360 24		50,224 76	0.00			50,224 76	

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Asset ID										
Common Stock										
ADR CHINA MOBILE LTD		56 3300								
CUSIP 16941M109		1,966 000 China		110,744 78	0 00	119,823 14		-9,078 36	0 00	-9,078 36
ADR CHR HANSEN HLDG A/S		31 4200								
SPONSORED ADR										
CUSIP 12545M207		5,650 000 Denmark		177,523 00	0 00	137,860 00		39,663 00	0 00	39,663 00
ADR CNOOC LTD		104 3800								
SPONSORED ADR										
SPONSORED ADR										
CUSIP 126132109		368 000 China		38,411 84	0 00	73,024 78		-34,612 94	0 00	-34,612 94
ADR COLOPLAST A/S ADR		8 1080								
CUSIP 19624Y101		21,095 000 Denmark		171,038 26	0 00	146,643 96		24,394 30	0 00	24,394 30
ADR COMPASS GROUP PLC		17 6200								
SPONSORED ADR										
NEW JUNE 2014										
CUSIP 20449X302		8,440 000 United Kingdom		148,712 80	0 00	144,774 17		3,938 63	0 00	3,938 63
ADR CSL LTD		38 2950								
SPONSORED ADR										
CUSIP 12637N204		5,195 000 Australia		198,942 52	0 00	184,733 16		14,209 36	0 00	14,209 36
ADR CTRIP COM INTL LTD ADS		48 3300								
AMERICAN DEP SHS										
CUSIP 22943F100		3,500 000 China		162,155 00	0 00	169,866 71		-7,711 71	0 00	-7,711 71
ADR DENSO CORP		23 9100								
ADR										
CUSIP 24872B100		5,235 000 Japan		125,168 85	0 00	121,118 53		4,050 32	0 00	4,050 32
ADR DEUTSCHE TELEKOM AG		17 8800								
SPONSORED ADR										
CUSIP 251566105		9,496 000 Germany		169,788 48	0 00	135,174 08		34,614 40	0 00	34,614 40
ADR EMBRAER S A		29 5400								
SPONSORED ADR										
REPSTG 4 COM SHS										
CUSIP 29082A107		3,890 000 Brazil		114,910 60	141 47	119,897 64		-4,987 04	0 00	-4,987 04

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Asset ID								- Market	- Translation	
Common Stock										
ADR ENGIE		17 6000								
SPONSORED ADR										
CUSIP 29286D105		1,675 000 France	0 00		0 00	29,480 00	43,950 94	-14,470 94	0 00	-14,470 94
ADR GEMALTO NV		30 0200								
SPONSORED ADR										
ADR										
CUSIP 36863N208		3,880 000 Netherlands	0 00		0 00	116,477 60	120,527 51	-4,049 91	0 00	-4,049 91
ADR		40 3500								
GLAXOSMITHKLIN										
E PLC SPONSORED										
ADR										
CUSIP 37733W105		2,304 000 United Kingdom	1,330 28			92,966 40	108,965 06	-15,998 66	0 00	-15,998 66
ADR GLOBAL		15 1050								
LOGISTIC PPTYS										
LTD ADR										
CUSIP 379411101		7,826 000 Singapore	0 00		0 00	118,211 73	142,332 09	-24,120 36	0 00	-24,120 36
ADR HDFC BK LTD		61 6000								
ADR REPSTG 3										
SHS										
CUSIP 40415F101		1,590 000 India	0 00		0 00	97,944 00	90,706 35	7,237 65	0 00	7,237 65
ADR HONDA MTR		31 9300								
LTD ADR										
REPRESENTING 2										
ORDSHS										
CUSIP 438128308		3,311 000 Japan	0 00		0 00	105,720 23	110,663 21	-4,942 98	0 00	-4,942 98
ADR HSBC HLDGS		39 4700								
PLC SPONSORED										
ADR NEW										
CUSIP 404280406		1,471 000 United Kingdom	0 00		0 00	58,060 37	68,313.21	-10,252 84	0 00	-10,252 84
ADR HSBC HLDGS		39 4700								
PLC SPONSORED										
ADR NEW										
CUSIP 404280406		2,691 000 United Kingdom	0 00		0 00	106,213 77	141,572 63	-35,358 86	0 00	-35,358 86
ADR INDUSTRIA DE		17 2500								
DISENO TEXTIL										
INDITEX SA ADR										
ADR										
CUSIP 455793109		4,650 000 Spain	0 00		0 00	80,212 50	74,053 58	6,158 92	0 00	6,158 92

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gam/Loss - Translation	Unrealized Gam/Loss - Total	
Asset ID											
Common Stock											
ADR INFINEON TECHNOLOGIES AG SPONSORED ADR ADR STK ISIN# CUSIP 45662N103	14 6500				0.00	122,137.05	82,278.40	39,858.65	0.00	39,858.65	
ADR JAPAN TOB INC ADR CUSIP 471105205	18 5750				0.00	130,489.37	136,745.45	-6,256.08	0.00	-6,256.08	
ADR JULIUS BAER GROUP LTD-UN ADR CUSIP 48137C108	9 7000				0.00	129,737.50	120,709.38	9,028.12	0.00	9,028.12	
ADR KONINKLIJKE DSM NV-SPONSORED ADR CUSIP 780249108	12 6150				0.00	112,273.50	148,018.79	-35,745.29	0.00	-35,745.29	
ADR LIXIL GROUP CORP ADR CUSIP 53931R103	44 6700				0.00	129,096.30	116,917.08	12,179.22	0.00	12,179.22	
ADR LVMH MOET HENNESSY LOUIS VUITTON ADR CUSIP 502441306	31 4950				0.00	120,940.80	135,515.07	-14,574.27	0.00	-14,574.27	
ADR MICHELIN COMPAGNIE GENERALE DES ETABLISSEMENTS CUSIP 59410T106	19 0650				0.00	82,398.93	83,623.19	-1,224.26	0.00	-1,224.26	
ADR MITSUBISHI ESTATE LTD ADR MITSUBISHIEST ADR + CUSIP 606783207	20 7550				0.00	112,388.32	132,855.51	-20,467.19	0.00	-20,467.19	
ADR MTN GROUP LTD SPONSORED ADR CUSIP 62474M108	8 4700				0.00	33,126.17	76,002.30	-42,876.13	0.00	-42,876.13	

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Asset ID	Shares/Par Risk Name	Income/Expense						
Common Stock								
ADR MUNICH RE GROUP ADR	19 9850							
CUSIP 626188106	5,314 000 Germany	0 00		106,200 29	86,123 52	20,076 77	0 00	20,076 77
ADR NATIONAL GRID TRANSFO PLC SPONSORED ADR NEW	69 5400							
CUSIP 636274300	1,765 000 United Kingdom	0 00		122,738 10	115,452 31	7,285 79	0 00	7,285 79
ADR NESTLE S A SPONSORED ADR	74 4200							
REPSTG REG SH CUSIP 641069406	2,885 000 Switzerland	0 00		214,701 70	225,159 82	-10,458 12	0 00	-10,458 12
ADR NESTLE S A SPONSORED ADR	74 4200							
REPSTG REG SH CUSIP 641069406	3,525 000 Switzerland	0 00		262,330 50	171,926 51	90,403 99	0 00	90,403 99
ADR NESTLE S A SPONSORED ADR	74 4200							
REPSTG REG SH CUSIP 641069406	1,843 000 Switzerland	0 00		137,156 06	120,432 76	16,723 30	0 00	16,723 30
ADR NIPPON TELEG & TEL CORP SPONSORED ADR	39 7400							
CUSIP 654624105	3,793 000 Japan	0 00		150,733 82	100,803 53	49,930 29	0 00	49,930 29
ADR NOVARTIS AG CUSIP 66987V109	86 0400							
CUSIP 66987V109	1,255 000 Switzerland	0 00		107,980 20	104,338 98	3,641 22	0 00	3,641 22
ADR NOVARTIS AG CUSIP 66987V109	86 0400							
CUSIP 66987V109	1,952 000 Switzerland	0 00		167,950 08	123,971 44	43,978 64	0 00	43,978 64
ADR NOVARTIS AG CUSIP 66987V109	86 0400							
CUSIP 66987V109	1,600 000 Switzerland	0 00		137,664 00	80,203 55	57,460 45	0 00	57,460 45
ADR NOVO-NORDISK A S ADR	58 0800							
CUSIP 670100205	3,845 000 Denmark	0 00		223,317 60	219,382 63	3,934 97	0 00	3,934 97
ADR NOVOZYMES A/S SPONSORED ADR	47 7200							
CUSIP 670108109	3,575 000 Denmark	0 00		170,599 00	166,416 25	4,182 75	0 00	4,182 75

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Asset ID											
Common Stock											
ADR ORKLA A S		7 8350									
SPONSORED ADR											
CUSIP 686331109		15,412 000 Norway			0 00	120,753 02	128,889 91	-8,136 89	0 00	-8,136 89	
ADR PERUSAHAAN		44 4000									
PERSEROAN											
PERSERO P T											
TELEKOMUNIKASI											
CUSIP 715684106		1,093 000 Indonesia			0 00	48,529 20	42,314 18	6,215 02	0 00	6,215 02	
ADR RECKITT		18 7400									
BENCKISER PLC											
SPONSORED ADR											
CUSIP 756255204		10,705 000 United Kingdom			0 00	200,611 70	189,741 85	10,869 85	0 00	10,869 85	
ADR RIO TINTO		29 1200									
PLC SPONSORED											
ADR											
CUSIP 767204100		4,975 000 United Kingdom			0 00	144,872 00	251,193 28	-106,321 28	0 00	-106,321 28	
ADR ROCHE HLDG		34 4700									
LTD SPONSORED											
ADR ISIN											
#US771195104											
CUSIP 771195104		4,895 000 Switzerland			0 00	168,730 65	176,086 22	-7,355 57	0 00	-7,355 57	
ADR ROCHE HLDG		34 4700									
LTD SPONSORED											
ADR ISIN											
#US771195104											
CUSIP 771195104		3,034 000 Switzerland			0 00	104,581 98	77,746 36	26,835 62	0 00	26,835 62	
ADR ROYAL DUTCH		45 7900									
SHELL PLC											
SPONSORED ADR											
REPSTG A SHS											
CUSIP 780259206		3,436 000 United Kingdom			0 00	157,334 44	181,992 78	-24,658 34	0 00	-24,658 34	
ADR ROYAL DUTCH		46 0400									
SHELL PLC											
SPONSORED ADR											
REPSTG B SHS											
CUSIP 780259107		766 000 United Kingdom			0 00	35,266 64	57,763 76	-22,497 12	0 00	-22,497 12	
ADR ROYAL KPN		3 8300									
NV SPONSORED											
ADR											
CUSIP 780641205		34,580 000 Netherlands			0 00	132,441 40	120,967 76	11,473 64	0 00	11,473 64	

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Asset ID								- Market	- Translation	- Total	
Common Stock											
ADR SECOM LTD	16 9100										
ADR											
CUSIP 813113206	6,920 000 Japan				0 00	117,017 20	98,160 20	18,857 00	0 00		18,857 00
ADR SEIKO EPSON	7 7200										
CORP											
UNSPONSORED											
ADR ADR											
CUSIP 81603X108	14,860 000 Japan				0 00	114,719 20	118,183 23	-3,464 03	0 00		-3,464 03
ADR SEVEN & I	22 8500										
HLDGS CO LTD											
ADR											
CUSIP 81783H105	5,610 000 Japan				0 00	128,188 50	105,909 51	22,278 99	0 00		22,278 99
ADR SHOPRITE	9 2650										
HLDGS LTD											
SPONSORED ADR											
CUSIP 82510E209	5,505 000 South Africa				0 00	51,003 82	79,145 93	-28,142 11	0 00		-28,142 11
ADR SIEMENS AG	96 1750										
COM DM50 (NEW)											
CUSIP 826197501	1,117 000 Germany				0 00	107,427 47	127,291 81	-19,864 34	0 00		-19,864 34
ADR SINGAPORE	25 7500										
TELECOMMUNICAT											
IONS LTD											
SPONSORED ADR											
CUSIP 82929R304	3,610 000 Singapore				1,665 18	92,957 50	99,095 45	-6,137 95	0 00		-6,137 95
ADR SKY PLC	65 8800										
SPONSORED											
CUSIP 83084V106	2,719 000 United Kingdom				0 00	179,127 72	162,683 86	16,443 86	0 00		16,443 86
ADR SMITH &	35 6000										
NEPHEW P L C											
SPONSORED ADR											
NEW											
CUSIP 83175M205	3,530 000 United Kingdom				0 00	125,668 00	122,207 44	3,460 56	0 00		3,460 56
ADR SMITHS	13 7400										
GROUP PLC											
SPONSORED ADR											
CUSIP 83238P203	2,563 000 United Kingdom				0 00	35,215 62	48,124 62	-12,909 00	0 00		-12,909 00

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Asset ID											
Common Stock											
ADR SOCIETE GENERALE FRANCE		9 2200									
SPONSORED ADR CUSIP 83364L109		13,720 000 France	0 00	126,498 40	137,793 69	-11,295 29	0 00			-11,295 29	
ADR SOUTH32 LTD		3 8150									
SPONSORED ADR CUSIP 84473L105		1,410 000 Australia	0 00	5,379 15	12,690 00	-7,310 85	0 00			-7,310 85	
ADR SPONSORED ADR		22 3650									
CUSIP 78467K107		5,155 000 United Kingdom	0 00	115,291 57	137,183 49	-21,891 92	0 00			-21,891 92	
ADR SUMITOMO MITSUI FINL GROUP INC		7 5900									
SPONSORED ADR CUSIP 86562M209		23,735 000 Japan	0 00	180,148 65	193,850 93	-13,702 28	0 00			-13,702 28	
ADR SUNTORY BEVERAGE & FOOD LTD ADS		22 0300									
CUSIP 86803T104		6,135 000 Japan	0 00	135,154 05	105,614 03	29,540 02	0 00			29,540 02	
ADR SWATCH GROUP AG ADR		17 3200									
CUSIP 870123106		3,640 000 Switzerland	0 00	63,044 80	82,264 00	-19,219 20	0 00			-19,219 20	
ADR SWISS RE LTD SPONSORED ADR		24 5150									
CUSIP 870886108		21,933 000 Switzerland	0 00	537,687 49	498,371 09	39,316 40	0 00			39,316 40	
ADR SYNGENTA AG SPONSORED ADR		78 7300									
CUSIP 87160A100		2,630 000 Switzerland	0 00	207,059 90	175,335 28	31,724 62	0 00			31,724 62	
ADR TENARIS S A SPONSORED ADR		23 8000									
CUSIP 88031M109		4,650 000 Italy	0 00	110,670 00	175,381 19	-64,711 19	0 00			-64,711 19	
ADR TENCENT HLDGS LTD ADR		19 6200									
CUSIP 88032Q109		8,985 000 China	0 00	176,285 70	184,462 05	-8,176 35	0 00			-8,176 35	
ADR TORAY INDS INC ADR		18 6400									
CUSIP 890880206		7,425 000 Japan	0 00	138,402 00	98,730 22	39,671 78	0 00			39,671 78	

^ Complete cost information not available.

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Security Description		Market Price Local		Country of		Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par	Risk Name	Local	Name							
Common Stock											
ADR TOTAL SA	44 9500										
CUSIP 89151E109	1,456 000	France				0.00	65,447.20	86,214.51	-20,767.31	0.00	-20,767.31
ADR TOTAL SA	44 9500										
CUSIP 89151E109	2,370 000	France				0.00	106,531.50	116,853.09	-10,321.59	0.00	-10,321.59
ADR	25 4450										
UNIBAIL-RODAMCO											
SE ADR REPSTG											
SHS NEW JCE											
CUSIP 904587102	4,015 000	France				0.00	102,161.67	104,699.16	-2,537.49	0.00	-2,537.49
ADR UNICHARM	4 0750										
CORP SPONSORED											
ADR											
CUSIP 90460M204	22,030 000	United States				0.00	89,772.25	105,307.81	-15,535.56	0.00	-15,535.56
ADR UNILEVER N V	43 3200										
NEW YORK SHS											
NEW											
CUSIP 904784709	2,900 000	Netherlands				0.00	125,628.00	85,706.59	39,921.41	0.00	39,921.41
ADR UNILEVER N V	43 3200										
NEW YORK SHS											
NEW											
CUSIP 904784709	3,292 000	Netherlands				0.00	142,609.44	117,737.97	24,871.47	0.00	24,871.47
ADR UNITED	27 5500										
OVERSEAS BK LTD											
SPONSORED											
ADRISIN											
CUSIP 911271302	1,952 000	Singapore				547.49	53,777.60	63,214.35	-9,436.75	0.00	-9,436.75
ADR VALE S A ADR	3 2900										
CUSIP 91912E105	6,425 000	Brazil				0.00	21,138.25	167,517.66	-146,379.41	0.00	-146,379.41
ADR VIVENDI SA	21 3500										
ADR											
CUSIP 92852T201	4,830 000	France				0.00	103,120.50	123,666.49	-20,545.99	0.00	-20,545.99
ADR VODAFONE	32 2600										
GROUP PLC NEW											
SPONSORED											
ADRNO PAR											
CUSIP 92857W308	5,600 000	United Kingdom				3,030.04	180,656.00	193,097.36	-12,441.36	0.00	-12,441.36

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Asset ID											
Common Stock											
ADR VODAFONE GROUP PLC NEW SPONSORED		32 2600									
ADRNO PAR CUSIP 92857W308		1,909 000	United Kingdom	1,032 92	61,584 34	91,904 34		-30,320 00	0 00	-30,320 00	
ADR WAL-MART DE MEXICO SAB DE CV		25 1500									
CUSIP 93114W107 ADR WILLIAM HILL PLC-UNSPON		3,480 000	Mexico	0 00	87,522 00	82,023 60		5,498 40	0 00	5,498 40	
CUSIP 96925P104		5,735 000	United Kingdom	0 00	135,030 57	132,603 35		2,427 22	0 00	2,427 22	
ADR WNS HLDGS LTD SPONSORED ADR		31 1900									
CUSIP 92932M101 ADR WPP PLC ADR DR EACH REPR 5 SHS		2,850 000	India	0 00	88,891 50	71,864 91		17,026 59	0 00	17,026 59	
CUSIP 92937A102 ADR YARA INTL ASA SPONSORED ADR		1,150 000	United Kingdom	0 00	131,951 00	119,290 31		12,660 69	0 00	12,660 69	
CUSIP 984851204 ADR ZURICH INS GROUP LTD SPONSORED		200 000	Norway	0 00	8,576 00	7,404 50		1,171 50	0 00	1,171 50	
CUSIP 989825104 ADVISORY BRD CO COM		2,222 000	Switzerland	0 00	56,938 75	54,428 19		2,510 56	0 00	2,510 56	
CUSIP 00762W107 ADVISORY BRD CO COM		884 000	United States	0 00	43,855 24	24,708 84		19,146 40	0 00	19,146 40	
CUSIP 00762W107 AETNA INC		1,100 000	United States	0 00	54,571 00	58,639 66		-4,068 66	0 00	-4,068 66	
CUSIP 00817Y108 AGRIUM INC COM		3,245 000	United States	0 00	350,849 40	318,523 24		32,326 16	0 00	32,326 16	
CUSIP 008916108		600 000	Canada	525 00	53,604 00	39,467 09		14,136 91	0 00	14,136 91	

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Common Stock								
AIR TRANS SVCS GROUP INC COM STK	10 0800							
CUSIP 00922R105	4,800 000 United States		0 00	48,384 00	44,283 17	4,100 83	0 00	4,100 83
ALEXION	190 7500							
PHARMACEUTICAL S INC COM								
CUSIP 015351109	994 000 United States		0 00	189,605 50	184,558 43	5,047 07	0 00	5,047 07
ALLEGION PLC	65 9200							
COMMON STOCK								
CUSIP G0176J109	1,000 000 United States		0 00	65,920 00	22,031 81	43,888 19	0 00	43,888 19
ALLERGAN PLC	312 5000							
COM STK								
CUSIP G0177J108	673 000 United States		0 00	210,312 50	112,863 79	97,448 71	0 00	97,448 71
ALLIANZ SE ADR	17 6200							
EACH REP 1/10								
ORD SHS								
CUSIP 018805101	4,568 000 Germany		0 00	80,488 16	79,275 81	1,212 35	0 00	1,212 35
ALLIED WORLD ASSURANCE	37 1900							
COMPANYHOLDING								
S AG COMMON								
CUSIP H01531104	2,443 000 United States		0 00	90,855 17	96,799 11	-5,943 94	0 00	-5,943 94
ALPHABET INC	778 0100							
CAP STK CL A CAP								
STK CL A								
CUSIP 02079K305	628 000 United States		0 00	488,590 28	432,828 41	55,761 87	0 00	55,761 87
ALTRIA GROUP INC	58 2100							
COM								
CUSIP 02209S103	1,805 000 United States		1,019 82	105,069 05	63,553 87	41,515 18	0 00	41,515 18
AMAZON COM INC	675 8900							
COM								
CUSIP 023135106	690 000 United States		0 00	466,364 10	277,521 89	188,842 21	0 00	188,842 21
AMERIS BANCORP	33 9900							
COM								
CUSIP 03076K108	1,440 000 United States		72 00	48,945 60	32,992 48	15,953 12	0 00	15,953 12
AMERISAFE INC	50 9000							
COM								
CUSIP 03071H100	2,000 000 United States		0 00	101,800 00	83,440 65	18,359 35	0 00	18,359 35

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Security Description		Market Price Local		Country of		Accrued		Unrealized Gain/Loss		Unrealized Gain/Loss		Unrealized Gain/Loss	
Asset ID	Shares/Par	Risk Name	Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total					
Common Stock													
AMERISOURCEBER GEN CORP COM	103 7100												
CUSIP 03073E105	1,252 000	United States	0 00	129,844 92	143,618 94	-13,774 02	0 00	-13,774 02					
AMSURG CORP COM	76 0000												
CUSIP 03232P405	558 000	United States	0 00	42,408 00	41,128 80	1,279 20	0 00	1,279 20					
ANALOG DEVICES, INC , COMMON STOCK, \$ 16 2/3 PAR	55 3200												
CUSIP 032654105	1,623 000	United States	0 00	89,784 36	78,124 94	11,659 42	0 00	11,659 42					
ANTHEM INC COM	139 4400												
CUSIP 036752103	3,283 000	United States	0 00	457,781 52	438,391 36	19,390 16	0 00	19,390 16					
APPLE INC COM STK	105 2600												
CUSIP 037833100	6,690 000	United States	0 00	704,189 40	511,574 21	192,615 19	0 00	192,615 19					
APPLE INC COM STK	105 2600												
CUSIP 037833100	847 000	United States	0 00	89,155 22	59,749 09	29,406 13	0 00	29,406 13					
APTARGROUP INC COMMON STOCK \$0.01 PAR	72 6500												
CUSIP 038336103	1,743 000	United States	0 00	126,628 95	65,287 58	61,341 37	0 00	61,341 37					
ARGAN INC COM	32 4000												
CUSIP 04010E109	900 000	United States	0 00	29,160 00	35,692 29	-6,532 29	0 00	-6,532 29					
ARTISAN PARTNERS ASSET MGMT INC CL A CL A	36 0600												
CUSIP 04316A108	2,027 000	United States	0 00	73,093 62	81,128 40	-8,034 78	0 00	-8,034 78					
AUTOMATIC DATA PROCESSING INC COM	84 7200												
CUSIP 053015103	772 000	United States	409 16	65,403 84	43,573 40	21,830 44	0 00	21,830 44					
AXIS CAPITAL HOLDINGS LTD COM USD0 0125	56 2200												
CUSIP G0692U109	7,975 000	United States	2,791 25	448,354 50	409,640 88	38,713 62	0 00	38,713 62					

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Asset ID										
Common Stock										
BALCHEM CORP COM	60 8000									
CUSIP 057665200	931 000 United States	316 54	56,604 80	14,542 13	42,062 67	0 00	42,062 67			
BANK NEW YORK MELLON CORP COM STK	41 2200									
CUSIP 064058100	7,394 000 United States	0 00	304,780 68	227,108 93	77,671 75	0 00	77,671 75			
BANKUNITED INC	36 0600									
CUSIP 06652K103	1,890 000 United States	0 00	68,153 40	66,912 86	1,240 54	0 00	1,240 54			
BB&T CORP COM	37 8100									
CUSIP 054937107	3,152 000 United States	0 00	119,177 12	121,785 99	-2,608 87	0 00	-2,608 87			
BCE INC COM NEW	38 6200									
CUSIP 05534B760	2,020 000 Canada	998 22	78,012 40	85,235 57	-7,223 17	0 00	-7,223 17			
BEACON ROOFING SUPPLY INC COM	41 1800									
CUSIP 073685109	1,799 000 United States	0 00	74,082 82	54,366 85	19,715 97	0 00	19,715 97			
BERKSHIRE HILLS BANCORP INC COM	29 1100									
CUSIP 084680107	1,700 000 United States	0 00	49,487 00	44,457 51	5,029 49	0 00	5,029 49			
BIO RAD LABS INC CL A	138 6600									
CUSIP 090572207	733 000 United States	0 00	101,637 78	53,410 74	48,227 04	0 00	48,227 04			
BIO-TECHNE CORP COM	90 0000									
CUSIP 09073M104	908 000 United States	0 00	81,720 00	63,084 86	18,635 14	0 00	18,635 14			
BLACKBAUD INC COM	65 8600									
CUSIP 09227Q100	2,255 000 United States	0 00	148,514 30	44,870 88	103,643 42	0 00	103,643 42			
BLACKROCK INC COM STK	340 5200									
CUSIP 09247X101	400 000 United States	0 00	136,208 00	106,243 63	29,964 37	0 00	29,964 37			
BOEING CO COM	144 5900									
CUSIP 097023105	3,185 000 United States	0 00	460,519 15	402,617 13	57,902 02	0 00	57,902 02			
BRIGHT HORIZONS FA COM USD0 001	66 8000									
CUSIP 109194100	1,728 000 United States	0 00	115,430 40	110,807 85	4,622 55	0 00	4,622 55			

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Security Description		Market Price Local		Country of		Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID		Shares/Par	Risk Name								
Common Stock											
BRISTOL MYERS SQUIBB CO COMMON STOCK CUSIP 110122108	68 7900				390,108 09	2,154 98	316,878 00	73,230 09	0 00		73,230 09
BROOKFIELD											
ASSET MGMT INC VOTING SHS CL A VOTING SHS CL A CUSIP 112585104	2,550 000 Canada				80,401 50	0 00	44,008 40	36,393 10	0 00		36,393 10
CALERES INC COM											
CUSIP 129500104	26 8200				54,981 00	108 50	62,485 17	-7,504 17	0 00		-7,504 17
CALIFORNIA WTR											
SVC GROUP COM CUSIP 130788102	23 2700				62,829 00	0 00	63,317 39	-488 39	0 00		-488 39
CALLIDUS											
SOFTWARE INC COM STK CUSIP 13123E500	18 5700				51,067 50	0 00	39,563 98	11,503 52	0 00		11,503 52
CALLON PETE CO											
DEL COM CUSIP 13123X102	8 3400				20,850 00	0 00	23,145 01	-2,295 01	0 00		-2,295 01
CANADIAN NAT											
RES LTD COM CANADIAN NATURAL CUSIP 136385101	21 8300				39,294 00	0 00	67,913 11	-28,619 11	0 00		-28,619 11
CANADIAN NATL											
RY CO COM CUSIP 136375102	55 8800				189,992 00	0 00	105,666 53	84,325 47	0 00		84,325 47
CANADIAN PAC RY											
LTD COM NPV CUSIP 13645T100	127 6000				133,342 00	266 45	203,248 43	-69,906 43	0 00		-69,906 43
CANADIAN PAC RY											
LTD COM NPV CUSIP 13645T100	127 6000				277,530 00	554 58	132,646 61	144,883 39	0 00		144,883 39
CAPITAL ONE FINL											
CORP COM CUSIP 14040H105	72 1800				313,838 64	0 00	356,211 34	-42,372 70	0 00		-42,372 70

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Common Stock								
CARLISLE	88 6900							
COMPANIES INC								
COMMON STOCK								
\$1.00 PAR								
CUSIP 142339100	1,296 000 United States		0 00	114,942 24	114,116 40	825 84	0 00	825 84
CASEYS GEN	120 4500							
STORES INC COM								
CUSIP 147528103	1,277 000 United States		0 00	153,814 65	65,440 54	88,374 11	0 00	88,374 11
CASS	51 4600							
INFORMATION SYS								
INC COM								
CUSIP 14808P109	874 000 United States		0 00	44,976 04	43,053 27	1,922 77	0 00	1,922 77
CEB INC COM	61 3900							
CUSIP 125134106	739 000 United States		0 00	45,367 21	54,924 59	-9,557 38	0 00	-9,557 38
CHARLES RIV	80 3900							
LABORATORIES								
INTL INC COM								
CUSIP 159864107	1,150 000 United States		0 00	92,448 50	82,858 43	9,590 07	0 00	9,590 07
CHECK POINT	81 3800							
SOFTWARE								
TECHNOLOGIES								
ORD ILS 01								
CUSIP M22465104	1,335 000 Israel		0 00	108,642 30	85,352 96	23,289 34	0 00	23,289 34
CHESAPEAKE	56 7500							
UTILS CORP COM								
CUSIP 165303108	1,400 000 United States		345 00	79,450 00	74,353 08	5,096 92	0 00	5,096 92
CHICAGO BRDG &	38 9900							
IRON CO N V COM								
NV								
CUSIP 167250109	940 000 United States		0 00	36,650 60	36,835 78	-185 18	0 00	-185 18
CHOICE HOTELS	50 4100							
INTL INC COM								
CUSIP 169905106	1,965 000 United States		402 82	99,055 65	60,765 49	38,290 16	0 00	38,290 16
CISCO SYSTEMS	27 1550							
INC COMMON								
STOCK								
CUSIP 17275R102	16,790 000 United States		0 00	455,932 45	441,332 32	14,600 13	0 00	14,600 13

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss	Unrealized Gain/Loss	Unrealized Gain/Loss
Asset ID	Shares/Par Risk Name	Income/Expense				- Market	- Translation	- Total
Common Stock								
CISCO SYSTEMS INC COMMON STOCK	27 1550							
CUSIP 17275R102	4,752 000 United States	0 00	129,040 56	96,377 95	32,662 61	0 00		32,662 61
CLARCOR INC COM	49 6800							
CUSIP 178995107	1,733 000 United States	0 00	86,095 44	77,964 93	8,130 51	0 00		8,130 51
CLUBCORP HLDGS INC COM	18 2700							
CUSIP 18948M108	2,500 000 United States	325 00	45,675 00	59,964 43	-14,289 43	0 00		-14,289 43
COCA COLA CO COM	42 9600							
CUSIP 191216100	1,836 000 United States	0 00	78,874 56	73,702 39	5,172 17	0 00		5,172 17
COGENT COMMUNICATIONS HLDGS INC	34 6900							
CUSIP 19239V302	1,950 000 United States	0 00	64,176 50	68,712 38	-4,535 88	0 00		-4,535 88
COLUMBIA BKG SYS INC COM	32 5100							
CUSIP 197236102	1,500 000 United States	0 00	48,765 00	49,166 30	-401 30	0 00		-401 30
COLUMBIA SPORTSWEAR CO COM	48 7600							
CUSIP 198516106	1,581 000 United States	0 00	77,089 56	39,569 26	37,520 30	0 00		37,520 30
CONSTELLATION BRANDS INC CL A CL A	142 4400							
CUSIP 21036P108	1,636 000 United States	0 00	233,031 84	135,280 39	97,751 45	0 00		97,751 45
CONTINENTAL BLDG PRODS INC COM	17 4600							
CUSIP 211171103	2,350 000 United States	0 00	41,031 00	51,026 02	-9,995 02	0 00		-9,995 02
CONVERGYS CORP DELAWARE COM	24 8900							
CUSIP 212485106	2,600 000 United States	208 00	64,714 00	60,795 54	3,918 46	0 00		3,918 46
CORE LABORATORIES NV NLG0 03	108 7400							
CUSIP N22717107	1,490 000 United States	0 00	162,022 60	193,752 96	-31,730 36	0 00		-31,730 36

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Asset ID											
Common Stock											
CORE		108 7400									
LABORATORIES NV											
NLGO 03											
CUSIP N22717107		1,000 000 United States	0 00	108,740 00		75,392 49		33,347 51	0 00	33,347 51	
CORELOGIC		33 8600									
INC-WII COM STK											
CUSIP 21871D103		1,916 000 United States	0 00	64,875 76		66,224 96		-1,349 20	0 00	-1,349 20	
CROWN CASTLE		86 4500									
INTL CORP NEW											
COM											
CUSIP 22822V101		1,570 000 United States	0 00	135,726 50		131,433 07		4,293 43	0 00	4,293 43	
DELEK US HLDGS		24 6000									
INC COM STK											
CUSIP 246647101		994 000 United States	0 00	24,452 40		28,219 48		-3,767 08	0 00	-3,767 08	
DELTA AIR LINES		50 6900									
INC DEL COM NEW											
COM NEW											
CUSIP 247361702		5,832 000 United States	0 00	295,624 08		138,513 51		157,110 57	0 00	157,110 57	
DEUTSCHE POST		27 7800									
AG SPONSORED											
ADR											
CUSIP 25157Y202		3,720 000 Germany	0 00	103,341 60		113,528 98		-10,187 38	0 00	-10,187 38	
DEUTSCHE POST		27 7800									
AG SPONSORED											
ADR											
CUSIP 25157Y202		1,343 000 Germany	0 00	37,308 54		39,024 79		-1,716 25	0 00	-1,716 25	
DEXCOM INC COM		81 9000									
CUSIP 252131107		1,179 000 United States	0 00	96,560 10		102,279 51		-5,719 41	0 00	-5,719 41	
DIAGEO PLC		109 0700									
SPONSORED ADR											
NEW											
CUSIP 25243Q205		507 000 United Kingdom	0 00	55,298 49		56,296 56		-998 07	0 00	-998 07	
DIAGEO PLC		109 0700									
SPONSORED ADR											
NEW											
CUSIP 25243Q205		1,400 000 United Kingdom	0 00	152,698 00		99,007 48		53,690 52	0 00	53,690 52	

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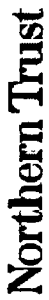
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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gam/Loss - Market	Unrealized Gam/Loss - Translation	Unrealized Gam/Loss - Total	
Asset ID											
Common Stock											
DISCOVERY COMMUNICATIONS INC NEW COM	25 2200										
SERC COM SER C CUSIP 25470F302	21,773 000	United States	0 00	549,115 06	657,298 25	-108,183 19		0 00		-108,183 19	
DORMAN PRODS INC COM	47 4700										
CUSIP 258278100	1,769 000	United States	0 00	83,974 43	37,948 16	46,026 27		0 00		46,026 27	
DOVER CORP , COMMON STOCK \$1 PAR	61 3100										
CUSIP 260003108	6,172 000	United States	0 00	378,405 32	430,895 40	-52,490 08		0 00		-52,490 08	
DRIL-QUIP INC COM	59 2300										
CUSIP 262037104	1,158 000	United States	0 00	68,588 34	60,925 57	7,662 77		0 00		7,662 77	
EATON CORP PLC COM USD0 50	52 0400										
CUSIP G29183103	2,319 000	United States	0 00	120,680 76	116,785 06	3,895 70		0 00		3,895 70	
EDUCATION RLTY TR INC COM NEW COM NEW	37 8800										
CUSIP 28140H203	1,317 000	United States	0 00	49,887 96	44,868 21	5,019 75		0 00		5,019 75	
EDWARDS LIFESCIENCES CORP COM	78 9800										
CUSIP 28176E108	2,904 000	United States	0 00	229,357 92	190,443 75	38,914 17		0 00		38,914 17	
ELI LILLY & CO COM	84 2600										
CUSIP 532457108	2,358 000	United States	0 00	198,685 08	205,168 08	-6,483 00		0 00		-6,483 00	
EMERGING MARKETS DEBT FUND - MULT-MANAGER	84 2893										
CUSIP 247998453	25,375 570	United States	0 00	2,138,889 59	2,877,505 49	-738,615 90		0 00		-738,615 90	
EMERSON ELECTRIC CO COM	47 8300										
CUSIP 291011104	2,251 000	United States	0 00	107,665 33	120,663 89	-12,998 56		0 00		-12,998 56	
ENSCO PLC SHS CLASS A COM	15 3900										
CUSIP G3157S106	2,125 000	United States	0 00	32,703 75	123,809 88	-91,106 13		0 00		-91,106 13	

^ Complete cost information not available

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Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total		
Common Stock									
EPLUS INC COM	93 2600								
CUSIP 294268107	400 000 United States	0 00	37,304 00	33,072 19	4,231 81	0 00	4,231 81		
27 7300									
EQUITY COMWLTH									
COM SH BEN INT									
COM SH BENINT									
CUSIP 294628102	1,700 000 United States	0 00	47,141 00	45,941 82	1,199 18	0 00	1,199 18		
ERICSSON									
CUSIP 294821608	12,540 000 Sweden	0 00	120,509 40	139,865 47	-19,356 07	0 00	-19,356 07		
EVERCORE									
PARTNERS INC CL									
A CL A									
CUSIP 29977A105	850 000 United States	0 00	45,959 50	42,524 88	3,434 62	0 00	3,434 62		
EVEREST RE									
GROUP COM	183 0900								
CUSIP G3223R108	1,994 000 United States	0 00	365,081 46	299,397 37	65,684 09	0 00	65,684 09		
EXPERIAN PLC									
CUSIP 30215C101	10,145 000 United Kingdom	1,115 95	180,428 82	179,706 50	722 32	0 00	722 32		
EXPONENT INC									
COM STK	49 9500								
CUSIP 30214U102	2,603 000 United States	0 00	130,019 85	39,786 90	90,232 95	0 00	90,232 95		
FACEBOOK INC CL									
A CL A	104 6600								
CUSIP 30303M102	4,693 000 United States	0 00	491,169 38	305,418 72	185,750 66	0 00	185,750 66		
FAIR ISAAC									
CORPORATION	94 1800								
COM									
CUSIP 303250104	1,460 000 United States	0 00	137,502 80	31,553 72	105,949 08	0 00	105,949 08		
FANUC									
CORPORATION	28 8050								
CUSIP 307305102	4,720 000 Japan	0 00	135,959 60	176,095 65	-40,136 05	0 00	-40,136 05		
FASTENAL CO									
COM	40 8200								
CUSIP 311900104	2,506 000 United States	0 00	102,294 92	106,804 48	-4,509 56	0 00	-4,509 56		
FCB FINL HLDGS									
INC CL A CL A	35 7900								
CUSIP 30255G103	1,850 000 United States	0 00	66,211 50	62,435 53	3,775 97	0 00	3,775 97		

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Asset ID	Shares/Par Risk Name	Income/Expense						
Common Stock								
FINNING INTL INC COM NEW COM NEW	13 5000							
CUSIP 318071404 FLEETCOR	350 000 Canada 142 9300	0 00		4,725 00	9,631 47	-4,906 47	0 00	-4,906 47
TECHNOLOGIES INC COM								
CUSIP 339041105 FORWARD AIR CORP COM	1,211 000 United States 43 0100	0 00		173,088 23	152,631 73	20,456 50	0 00	20,456 50
CUSIP 349853101 FOSSIL GROUP INC COM	1,883 000 United States 36 5600	0 00		80,987 83	40,553 30	40,434 53	0 00	40,434 53
CUSIP 34988V106 FRANKLIN RES INC	10,295 000 United States 36 8200	0 00		376,385 20	900,698 15	-524,312 95	0 00	-524,312 95
COMMON STOCK, CUSIP 354613101 GALLAGHER ARTHUR J & CO COM	15,773 000 United States 40 9400	2,839 14		580,761 86	741,954 68	-161,192 82	0 00	-161,192 82
CUSIP 363576109 GENERAL ELECTRIC CO	1,541 000 United States 31 1500	0 00		63,088 54	55,238 08	7,850 46	0 00	7,850 46
CUSIP 369604103 GEO GROUP INC(THE) COM	3,761 000 United States 28 9100	865 03		117,155 15	82,309 70	34,845 45	0 00	34,845 45
USD0 01 NEW CUSIP 36162J106 GILEAD SCIENCES INC	1,925 000 United States 101 1900	0 00		55,651 75	68,452 24	-12,800 49	0 00	-12,800 49
CUSIP 375558103 GRACO INC COM	5,308 000 United States 72 0700	0 00		537,116 52	229,014 48	308,102 04	0 00	308,102 04
CUSIP 384109104 GRAMERCY PPTY TR COM	1,252 000 United States 7 7200	0 00		90,231 64	50,434 76	39,796 88	0 00	39,796 88
CUSIP 385002100 GRAPHIC PACKAGING HLDG CO COM STK	9,786 310 United States 12 8300	201 59		75,550 31	73,833 39	1,716 92	0 00	1,716 92
CUSIP 388689101	3,450 000 United States	172 50		44,263 50	42,817 42	1,446 08	0 00	1,446 08

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Asset ID	Shares/Par Risk Name	Income/Expense						
Common Stock								
GRAY TELEVISION	16 3000							
INC COM CL B								
CUSIP 389375106	3,250 000 United States	0 00		52,975 00	46,387 90	6,587 10	0 00	6,587 10
HANOVER INS	81 3400							
GROUP INC COM								
CUSIP 410867105	1,100 000 United States	0 00		89,474 00	78,660 36	10,813 64	0 00	10,813 64
HASBRO INC COM	67 3600							
CUSIP 418056107	1,185 000 United States	0 00		79,821 60	64,504 41	15,317 19	0 00	15,317 19
HEADWATERS INC	16 8700							
COM								
CUSIP 42210P102	2,300 000 United States	0 00		38,801 00	45,840 61	-7,039 61	0 00	-7,039 61
HEICO CORP NEW	49 2000							
CL A CL A								
CUSIP 422806208	1,671 000 United States	133 68		82,213 20	42,454 04	39,759 16	0 00	39,759 16
HIBBETT SPORTS	30 2400							
INC COM STK								
CUSIP 428567101	1,537 000 United States	0 00		46,478 88	58,933 75	-12,454 87	0 00	-12,454 87
HILTON	21 4000							
WORLDWIDE								
HLDS INC COM								
CUSIP 43300A104	7,380 000 United States	0 00		157,932 00	210,026 38	-52,094 38	0 00	-52,094 38
HOME DEPOT INC.	132 2500							
COMMON STOCK,								
\$ 05 PAR								
CUSIP 437076102	1,234 000 United States	0 00		163,196 50	142,716 14	20,480 36	0 00	20,480 36
HONEYWELL INTL	103 5700							
INC COM STK								
CUSIP 438516106	1,037 000 United States	0 00		107,402 09	109,454 62	-2,052 53	0 00	-2,052 53
HUB GROUP INC CL	32 9500							
A								
CUSIP 443320106	1,125 000 United States	0 00		37,068 75	42,002 44	-4,933 69	0 00	-4,933 69
HURON	59 4000							
CONSULTING								
GROUP INC COM								
STK								
CUSIP 447462102	1,117 000 United States	0 00		66,349 80	75,302 04	-8,952 24	0 00	-8,952 24
IBERIABANK CORP	55 0700							
COM								
CUSIP 450828108	1,195 000 United States	406 30		65,808 65	67,304 14	-1,495 49	0 00	-1,495 49

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Asset ID	Shares/Par Risk Name	Income/Expense				- Market	- Translation	- Total
Common Stock								
ICON PLC COM	77 7000							
CUSIP G4705A100	2,165 000 Ireland	0 00		168,220 50	143,320 50	24,900 00	0 00	24,900 00
INGERSOLL-RAND								
PLC COM STK	55 2900							
CUSIP G47791101	3,000 000 United States	0 00		165,870 00	86,438 88	79,431 12	0 00	79,431 12
INGRAM MICRO INC								
CL A	30 3800							
CUSIP 457153104	2,150 000 United States	0 00		65,317 00	55,731 21	9,585 79	0 00	9,585 79
INSTEEL INDS INC								
COM	20 9200							
CUSIP 45774W108	1,996 000 United States	1,995 00		41,756 32	43,031 31	-1,274 99	0 00	-1,274 99
INTER PARFUMS								
INC COM	23 8200							
CUSIP 458334109	2,377 000 United States	309 01		56,620 14	78,536 35	-21,916 21	0 00	-21,916 21
INTUITIVE								
SURGICAL INC	546 1600							
COM NEW STK								
CUSIP 46120E602	221 000 United States	0 00		120,701 36	113,533 21	7,168 15	0 00	7,168 15
J & J SNACK								
FOODS CORP COM	116 6700							
STK NPV								
CUSIP 466032109	675 000 United States	263 25		78,752 25	78,471 48	280 77	0 00	280 77
J & J SNACK								
FOODS CORP COM	116 6700							
STK NPV								
CUSIP 466032109	719 000 United States	280 41		83,885 73	36,840 09	47,045 64	0 00	47,045 64
JACK HENRY &								
ASSOC INC COM	78 0600							
CUSIP 426281101	1,488 000 United States	0 00		116,153 28	30,123 79	86,029 49	0 00	86,029 49
JOHNSON &								
JOHNSON COM	102 7200							
USD1								
CUSIP 478160104	1,205 000 United States	0 00		123,777 60	96,287 94	27,489 66	0 00	27,489 66
JPMORGAN CHASE								
& CO COM	66 0300							
CUSIP 46625H100	2,475 000 United States	0 00		163,424 25	148,674 67	14,749 58	0 00	14,749 58
KEARNY FINL								
CORP MD COM	12 6700							
CUSIP 48716P108	4,500 000 United States	0 00		57,015 00	49,522 50	7,492 50	0 00	7,492 50

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Asset ID								- Market			
Common Stock											
KIMBERLY-CLARK CORP COMMON STOCK \$5 PAR CUSIP 494368103	127 3000				1,137 84	164,598 90	104,739 05	59,859 85	0 00		59,859 85
KNIGHT TRANSN INC COM CUSIP 499064103	24 2300				0 00	74,919 16	62,416 19	12,502 97	0 00		12,502 97
KNOLL INC COM NEW COM CUSIP 498904200	18 8000				0 00	76,572 40	84,614 19	-8,041 79	0 00		-8,041 79
KONINKLIJKE PHILIPS N V CUSIP 500472303	25 4500				0 00	118,088 00	154,229 00	-36,141 00	0 00		-36,141 00
L BRANDS INC COM CUSIP 501797104	95 8200				0 00	234,471 54	188,867 74	45,603 80	0 00		45,603 80
LADDER CAP CORP CL A CL A CUSIP 505743104	12 4200				5,582 50	47,817 00	73,056 15	-25,239 15	0 00		-25,239 15
LAM RESH CORP COM CUSIP 512807108	79 4200				644 70	170,673 58	119,983 96	50,689 62	0 00		50,689 62
LANCASTER COLONY CORP COMMON STOCK \$1 PAR CUSIP 513847103	115 4600				0 00	71,238 82	58,150 15	13,088 67	0 00		13,088 67
LITTELFUSE INC COM CUSIP 537008104	107 0100				0 00	69,021 45	60,330 94	8,690 51	0 00		8,690 51
LOCKHEED MARTIN CORP COM CUSIP 539830109	217 1500				0 00	120,301 10	68,507 55	51,793 55	0 00		51,793 55
LYONDELLBASELL INDUSTRIES N V COM USD0 01 CLASS 'A' CUSIP N53745100	86 9000				0 00	36,063 50	36,149 41	-85 91	0 00		-85 91

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss	Unrealized Gain/Loss	Unrealized Gain/Loss
Asset ID	Shares/Par Risk Name	Income/Expense				- Market	- Translation	- Total
Common Stock								
LYONDELLBASELL	86 9000							
INDUSTRIES N V								
COM USD0 01								
CLASS 'A'								
CUSIP N53745100	1,034 000 United States	0 00		89,854 60	83,076 62	6,777 98	0 00	6,777 98
MANHATTAN	66 1700							
ASSOCS INC COM								
CUSIP 562750109	3,312 000 United States	0 00		219,155 04	43,472 99	175,682 05	0 00	175,682 05
MANULIFE FINL	14 9800							
CORP COM								
CUSIP 55501R106	1,800 000 Canada	0 00		26,964 00	34,462 90	-7,498 90	0 00	-7,498 90
MANULIFE FINL	14 9800							
CORP COM								
CUSIP 56501R106	4,947 000 Canada	0 00		74,106 06	87,598 21	-13,492 15	0 00	-13,492 15
MARINEMAX INC	18 4200							
COM								
CUSIP 567908108	2,600 000 United States	0 00		47,892 00	43,902 04	3,989 96	0 00	3,989 96
MASCO CORP	28 3000							
COMMON STOCK,								
\$1 PAR								
CUSIP 574599106	5,463 000 United States	0 00		154,602 90	146,638 01	7,964 89	0 00	7,964 89
MASTERCARD INC	97 3600							
CL A								
CUSIP 57636Q104	4,748 000 United States	0 00		462,265 28	348,209 25	114,056 03	0 00	114,056 03
MASTERCARD INC	97 3600							
CL A								
CUSIP 57636Q104	8,655 000 United States	0 00		842,650 80	581,591 65	261,059 15	0 00	261,059 15
MAXIM	38 0000							
INTEGRATED								
PRODS INC								
COMMON STOCK								
CUSIP 57772K101	2,316 000 United States	0 00		88,008 00	76,231 06	11,776 94	0 00	11,776 94
MC DONALDS	118 1400							
CORP COMMON								
STOCK, NO PAR								
CUSIP 580135101	834 000 United States	0 00		98,528 76	93,925 67	4,603 09	0 00	4,603 09
MCKESSON CORP	197 2300							
CUSIP 58155Q103	1,218 000 United States	341 04		240,226 14	233,144 58	7,081 56	0 00	7,081 56

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss	Unrealized Gain/Loss	Unrealized Gain/Loss
Asset ID	Shares/Par Risk Name	Income/Expense				- Market	- Translation	- Total
Common Stock								
MERCK & CO INC	52 8200							
NEW COM								
CUSIP 56933Y105	2,423 000 United States	1,114 58		127,982 86	115,907 58	12,075 28	0 00	12,075 28
MERIDIAN	14 1000							
BANCORP INC MD								
COM								
CUSIP 56958U103	3,199 000 United States	202 50		45,105 90	41,547 07	3,558 83	0 00	3,558 83
MICROSEMI CORP	32 5900							
COM								
CUSIP 595137100	2,250 000 United States	0 00		73,327 50	67,622 52	5,704 98	0 00	5,704 98
MICROSOFT CORP	55 4800							
COM								
CUSIP 594918104	1,905 000 United States	0 00		105,669 40	79,082 27	26,607 13	0 00	26,607 13
MICROSOFT CORP	55 4800							
COM								
CUSIP 594918104	3,554 000 United States	0 00		197,175 92	111,110 62	86,065 30	0 00	86,065 30
MLP LAZARD LTD	45 0100							
CL A								
CUSIP G54050102	2,855 000 United States	0 00		128,503 55	153,619 84	-25,116 29	0 00	-25,116 29
MONDELEZ INTL	44 8400							
INC COM								
CUSIP 609207105	2,871 000 United States	488 07		128,735 64	125,684 45	3,051 19	0 00	3,051 19
MONOTYPE	23 6400							
IMAGING HLDGS								
INC COM STK								
CUSIP 61022P100	2,897 000 United States	289 70		68,485 08	80,714 66	-12,229 58	0 00	-12,229 58
MONRO MUFFLER	66 2200							
BRAKE INC COM								
CUSIP 610236101	1,432 000 United States	0 00		94,827 04	45,558 49	49,268 55	0 00	49,268 55
MOOG INC CL A	60 6000							
CUSIP 615394202	1,539 000 United States	0 00		93,263 40	66,897 18	26,366 22	0 00	26,366 22
MORNINGSTAR INC	80 4100							
COM STK								
CUSIP 617700109	1,910 000 United States	0 00		153,583 10	63,030 59	90,552 51	0 00	90,552 51
MSC INDL DIRECT	56 2700							
INC CL A COMMON								
STOCK								
CUSIP 553530106	4,318 000 United States	0 00		242,973 86	342,489 10	-99,515 24	0 00	-99,515 24

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Asset ID								- Market			
Common Stock											
MUELLER INDS INC COM		27 1000									
CUSIP 624756102		1,580 000 United States	0 00	42,818 00		-2,167 60	44,985 60		0 00		-2,167 60
NABORS INDUSTRIES COM USD0 10		8 5100									
CUSIP G6359F103		14,585 000 United States	0 00	124,118 35		-118,891 46	243,009 81		0 00		-118,891 46
NATIONAL GEN HLDGS CORP COM		21 8600									
CUSIP 636220303		3,899 000 United States	116 97	85,232 14		7,748 46	77,483 68		0 00		7,748 46
NATIONAL INSTRS CORP COM		28 6900									
CUSIP 636518102		1,671 000 United States	0 00	47,940 99		20,151 77	27,789 22		0 00		20,151 77
NATIONAL OILWELL VARCO COM STK		33 4900									
CUSIP 637071101		17,662 000 United States	0 00	591,500 38		-232,299 55	823,799 93		0 00		-232,299 55
NAVIGATORS GROUP INC COM		85 7900									
CUSIP 638904102		449 000 United States	0 00	38,519 71		154 92	38,364 79		0 00		154 92
NETFLIX INC COM STK		114 3800									
CUSIP 64110L106		1,005 000 United States	0 00	114,951 90		25,654 06	89,297 84		0 00		25,654 06
NETSCOUT SYS INC COM		30 7000									
CUSIP 64115T104		2,086 000 United States	0 00	64,040 20		-14,414 49	78,454 69		0 00		-14,414 49
NEXSTAR BROADCASTING GROUP INC CL A		58 7000									
CUSIP 65336K103		850 000 United States	0 00	49,895 00		4,614 39	45,280 61		0 00		4,614 39
NEXTERA ENERGY INC COM		103 8900									
CUSIP 65339F101		1,343 000 United States	0 00	139,524 27		16,577 03	122,947 24		0 00		16,577 03
NIKE INC CL B CL B		62 5000									
CUSIP 654106103		7,748 000 United States	1,239 68	484,250 00		200,179 67	284,070 33		0 00		200,179 67
NOBLE CORP PLC COMMON STOCK CUSIP G65431101		10 5500									
		6,225 000 United States	0 00	65,673 75		-148,431 22	214,104 97		0 00		-148,431 22

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Asset ID								Unrealized Gam/Loss - Market			
Common Stock											
NORTEL		0 0005									
NETWORKS CORP											
NEW COM											
CUSIP 656568508		143 000 Canada		0 00	0 07	7 87	-7 80	0 00		-7 80	
NORTHWESTERN		54 2500									
CORP COM NEW											
COM NEW											
CUSIP 668074305		1,250 000 United States		0 00	67,812 50	67,596 80	215 70	0 00		215 70	
NXP		84 2500									
SEMICONDUCTORS											
N V COM STK											
CUSIP N6596X109		2,162 000 Netherlands		0 00	182,148 50	145,364 65	36,783 85	0 00		36,783 85	
OCCIDENTAL		67 6100									
PETROLEUM CORP											
CUSIP 674599105		1,913 000 United States		1,434 75	129,337 93	136,365 73	-7,027 80	0 00		-7,027 80	
ORACLE		36 5300									
CORPORATION											
COM											
CUSIP 68389X105		29,276 000 United States		0 00	1,069,452 28	1,087,381 18	-17,928 90	0 00		-17,928 90	
OTSUKA HLDGS		17 8000									
CO LTD ADR											
CUSIP 689164101		6,670 000 Japan		0 00	118,726 00	96,748 35	21,977 65	0 00		21,977 65	
PALO ALTO		176 1400									
NETWORKS INC											
COM USD0 0001											
CUSIP 697435105		906 000 United States		0 00	159,582 84	129,221 53	30,361 31	0 00		30,361 31	
PARKER-HANNIFIN		96 9800									
CORP , COMMON											
STOCK, NO PAR											
CUSIP 701094104		8,955 000 United States		0 00	868,455 90	1,048,441 07	-179,985 17	0 00		-179,985 17	
PARSLEY ENERGY		18 4500									
INC CL A CL A											
CUSIP 701877102		2,950 000 United States		0 00	54,427 50	49,755 67	4,671 83	0 00		4,671 83	
PAYCHEX INC ,		52 8900									
COMMON STOCK											
CUSIP 704326107		3,389 000 United States		0 00	179,244 21	145,597 94	33,646 27	0 00		33,646 27	
PAYPAL HLDGS		36 2000									
INC COM											
CUSIP 70450Y103		3,248 000 United States		0 00	117,577 60	130,788 07	-13,210 47	0 00		-13,210 47	

^ Complete cost information not available

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss			
Asset ID								- Market	- Translation	- Total	
Common Stock											
PEPSICO INC COM		99 9200									
CUSIP 713448108		1,531 000 United States			1,075 52	152,977 52	144,018 01	8,959 51	0 00		8,959 51
PERFICIENT INC		17 1200									
COM STK											
CUSIP 71375U101		2,650 000 United States			0 00	45,368 00	45,257 23	110 77	0 00		110 77
PERRIGO		144 7000									
COMPANY LIMITED											
COM EURO 001											
CUSIP G97822103		890 000 United States			0 00	128,783 00	139,608 14	-10,825 14	0 00		-10,825 14
Pfizer Inc COM		32 2800									
CUSIP 717081103		4,513 000 United States			0 00	145,679 64	148,487 32	-2,807 68	0 00		-2,807 68
PHILIP MORRIS		87 9100									
INTL COM STK NPV											
CUSIP 718172109		566 000 United States			577 32	49,757 06	51,959 60	-2,202 54	0 00		-2,202 54
PHYSICIANS RLTY		16 8600									
TR COM											
CUSIP 71943U104		2,950 000 United States			0 00	49,737 00	43,950 68	5,786 32	0 00		5,786 32
PINNACLE FINL		51 3600									
PARTNERS INC											
COM											
CUSIP 72346Q104		1,545 000 United States			0 00	79,351 20	54,476 78	24,874 42	0 00		24,874 42
PNC FINANCIAL		95 3100									
SERVICES GROUP											
COM STK											
CUSIP 693475105		1,437 000 United States			0 00	136,960 47	124,406 28	12,554 19	0 00		12,554 19
PNM RES INC COM		30 5700									
CUSIP 69349H107		1,700 000 United States			0 00	51,969 00	45,515 28	6,453 72	0 00		6,453 72
POOL CORP COM		80 7800									
STK											
CUSIP 73278L105		1,124 000 United States			0 00	90,796 72	69,327 49	21,469 23	0 00		21,469 23
POTASH CORP		17 1200									
SASK INC COM											
CUSIP 73755L107		4,925 000 Canada			0 00	84,316 00	212,362 90	-128,046 90	0 00		-128,046 90
POWER		48 6300									
INTEGRATIONS INC											
COM											
CUSIP 739276103		987 000 United States			0 00	47,997 81	24,689 65	23,308 16	0 00		23,308 16

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Asset ID				- Market								
Common Stock												
PPG INDUSTRIES INC , COMMON STOCK, \$1 66 2/3 PAR		98 8200										
CUSIP 693506107		4,364 000	United States	0 00	431,250 48	421,903 33	9,347 15	0 00	9,347 15			
PRESTIGE BRANDS												
HLDGS INC COM		51 4800										
CUSIP 74112D101		2,000 000	United States	0 00	102,960 00	90,712 44	12,247 56	0 00	12,247 56			
PRICE T ROWE												
GROUP INC COM		71 4900										
CUSIP 74144T108		3,969 000	United States	0 00	283,743 81	327,694 25	-43,950 44	0 00	-43,950 44			
PRICE T ROWE												
GROUP INC COM		71 4900										
CUSIP 74144T108		1,234 000	United States	0 00	88,218 66	99,598 90	-11,380 24	0 00	-11,380 24			
PROASSURANCE												
CORP COM		48 5300										
CUSIP 74267C106		1,794 000	United States	2,350 14	87,062 82	85,219 89	1,842 93	0 00	1,842 93			
PROSPERITY												
BANCSHARES INC COM		47 8600										
CUSIP 743606105		1,702 000	United States	510 60	81,457 72	80,298 00	1,159 72	0 00	1,159 72			
PUBLIC STORAGE												
COM		247 7000										
CUSIP 74460D109		375 000	United States	0 00	92,887 50	75,363 32	17,524 18	0 00	17,524 18			
PVTPL DELUXE												
CORP COM STK		54 5400										
CUSIP 248019101		1,250 000	United States	0 00	68,175 00	68,865 63	-690 63	0 00	-690 63			
QUALCOMM INC												
COM		49 9850										
CUSIP 747525103		6,443 000	United States	0 00	322,053 35	414,224 15	-92,170 80	0 00	-92,170 80			
QUALCOMM INC												
COM		49 9850										
CUSIP 747525103		1,354 000	United States	0 00	67,679 69	86,279 19	-18,599 50	0 00	-18,599 50			
RAVEN INDS INC												
COM STOCK		15 6000										
CUSIP 754212108		1,987 000	United States	0 00	30,997 20	30,414 31	582 89	0 00	582 89			
RENASANT CORP												
COM		34 4100										
CUSIP 75970E107		2,550 000	United States	0 00	87,745 50	77,014 13	10,731 37	0 00	10,731 37			

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Asset ID								- Market	- Translation	- Total
Common Stock										
RLI CORP COM		61 7500								
CUSIP 749607107		1,583 000	United States	0 00	97,750 25	43,755 26	53,994 99	0 00	0 00	53,994 99
ROYAL CARIBBEAN										
CRUISES COM STK		101 2100								
CUSIP V7780T103		3,217 000	United States	1,206 37	325,592 57	182,914 19	142,678 38	0 00	0 00	142,678 38
SALLY BEAUTY										
HLDGS INC COM		27 8900								
STK										
CUSIP 79546E104		4,426 000	United States	0 00	123,441 14	90,101 13	33,340 01	0 00	0 00	33,340 01
SANFILIPPO JOHN										
B & SON INC COM		54 0300								
CUSIP 800422107		1,505 000	United States	0 00	81,315 15	82,349 93	-1,034 78	0 00	0 00	-1,034 78
SANOFI										
SPONSORED ADR		42 6500								
CUSIP 80105N105		2,132 000	France	0 00	90,929 80	91,085 18	-155 38	0 00	0 00	-155 38
SCANSOURCE INC										
COM		32 2200								
CUSIP 806037107		1,553 000	United States	0 00	50,037 66	36,081 83	13,955 83	0 00	0 00	13,955 83
SCHLUMBERGER										
LTD COM COM		69 7500								
CUSIP 806857108		3,250 000	United States	1,625 00	226,687 50	230,545 80	-3,858 30	0 00	0 00	-3,858 30
SENSATA										
TECHNOLOGIES										
HLDG NV		46 0600								
CUSIP N7902X106		3,395 000	United States	0 00	156,373 70	187,745 88	-31,372 18	0 00	0 00	-31,372 18
SERVICENOW INC										
COM USD0 001		86 5600								
CUSIP 81762P102		2,358 000	United States	0 00	204,108 48	134,878 48	69,230 00	0 00	0 00	69,230 00
SGS SA										
CUSIP 818800104		19 1000								
SMUCKER J M CO		7,260 000	Switzerland	0 00	138,666 00	142,190 01	-3,524 01	0 00	0 00	-3,524 01
COM NEW										
CUSIP 832696405		123 3400								
SOVRAN SELF		506 000	United States	0 00	62,410 04	59,610 34	2,799 70	0 00	0 00	2,799 70
STORAGE INC COM										
CUSIP 84610H108		950 000	United States	0 00	101,944 50	92,189 25	9,755 25	0 00	0 00	9,755 25
SPECTRA ENERGY										
CORP COM STK		23 9400								
CUSIP 847560109		4,486 000	United States	0 00	107,394 84	142,992 78	-35,597 94	0 00	0 00	-35,597 94

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Asset ID	Shares/Par	Risk Name	Income/Expense						
Common Stock									
SPLUNK INC	58 8100								
COMSTK COM									
USD0 001									
CUSIP 848637104	2,081 000	United States	0 00	122,383 61	132,336 33	-9,952 72	0 00	-9,952 72	
STANDEX INTL	83 1500								
CORP COM									
CUSIP 854231107	750 000	United States	0 00	62,362 50	60,627 43	1,735 07	0 00	1,735 07	
STARBUCKS CORP	60 0300								
COM									
CUSIP 855244109	5,863 000	United States	0 00	351,955 89	187,330 20	164,625 69	0 00	164,625 69	
STATE BK FINL	21 0300								
CORP COM									
CUSIP 856190103	3,841 000	United States	0 00	80,776 23	63,383 99	17,392 24	0 00	17,392 24	
STATE STR CORP	66 3600								
COM									
CUSIP 857477103	5,759 000	United States	1,958 06	382,167 24	376,825 72	5,341 52	0 00	5,341 52	
STATOIL ASA	13 9600								
CUSIP 85771P102	2,284 000	Norway	0 00	31,884 64	59,164 54	-27,279 90	0 00	-27,279 90	
STEPAN CO COM	49 6900								
CUSIP 858586100	890 000	United States	0 00	44,224 10	51,565 91	-7,341 81	0 00	-7,341 81	
STERLING	16 2200								
BANCORP DEL									
COM									
CUSIP 85917A100	3,200 000	United States	0 00	51,904 00	45,549 12	6,354 88	0 00	6,354 88	
SUMMIT HOTEL	11 9500								
PROPERTIES INC									
COM									
CUSIP 866082100	3,500 000	United States	0 00	41,825 00	47,824 80	-5,999 80	0 00	-5,999 80	
SUMMIT MATLS	20 0400								
INC CL A CL A									
CUSIP 86614U100	3,095 000	United States	0 00	62,023 80	68,190 49	-6,166 69	0 00	-6,166 69	
SUNCOR ENERGY	25 8000								
INC NEW COM STK									
CUSIP 867224107	5,550 000	Canada	0 00	143,190 00	210,800 82	-67,610 82	0 00	-67,610 82	
SYNCHRONY FINL	30 4100								
COM									
CUSIP 87165B103	4,436 000	United States	0 00	134,898 76	138,595 04	-3,696 28	0 00	-3,696 28	

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Asset ID											
Common Stock											
SYNOVUS FINL CORP COM NEW COM NEW	32 3800										
CUSIP 87161C501	1,550 000 United States	186 00	50,189 00	43,581 22	6,607 78	0 00				6,607 78	
SYSMEX CORP ADR	32 3000										
CUSIP 87184P109	4,150 000 Japan	0 00	134,045 00	114,166 50	19,878 50	0 00				19,878 50	
TABLEAU SOFTWARE INC CL A CL A	94 2200										
CUSIP 87336U105	1,441 000 United States	0 00	135,771 02	104,943 06	30,827 96	0 00				30,827 96	
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR CUSIP 874039100	22 7500										
TARGET CORP COM STK	72 6100										
CUSIP 87612E106	1,168 000 United States	0 00	84,808 48	99,093 35	-14,284 87	0 00				-14,284 87	
TARGET CORP COM STK	72 6100										
CUSIP 87612E106	3,939 000 United States	0 00	286,010 79	305,307 98	-19,297 19	0 00				-19,297 19	
TECK RESOURCES LIMITED	3 8600										
CUSIP 878742204	1,175 000 Canada	0 00	4,535 50	41,563 74	-37,028 24	0 00				-37,028 24	
TERRENO RLTY CORP	22 6200										
CUSIP 88146M101	2,775 000 United States	499 50	62,770 50	54,765 23	8,005 27	0 00				8,005 27	
THE PRICELINE GROUP INC	1,274 9500										
CUSIP 741503403	193 000 United States	0 00	246,065 35	256,984 70	-10,919 35	0 00				-10,919 35	
TIME WARNER INC USD0 01	64 6700										
CUSIP 887317303	3,207 000 United States	0 00	207,396 69	214,291 23	-6,894 54	0 00				-6,894 54	
TJX COS INC COMMON NEW CUSIP 872540109	70 9100										
U S CONCRETE INC COMMON STOCK CUSIP 90333L201	2,337 000 United States	0 00	165,716 67	170,803 59	-5,086 92	0 00				-5,086 92	
	52 6600										
	950 000 United States	0 00	50,027 00	36,101 18	13,925 82	0 00				13,925 82	

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par Risk Name	Income/Expense						
Common Stock								
UBS GROUP AG	19 3700							
COMMON STOCK								
CUSIP H42097107	4,050 000 Switzerland	0 00		78,448 50	73,233 08	5,215 42	0 00	5,215 42
UBS GROUP AG	19 3700							
COMMON STOCK								
CUSIP H42097107	5,398 000 Switzerland	0 00		104,559 26	101,854 85	2,704 41	0 00	2,704 41
ULTA SALON	185 0000							
COSMETICS &								
FRAGRANCE INC								
COMSTK								
CUSIP 90384S303	1,877 000 United States	0 00		347,245 00	206,826 52	140,418 48	0 00	140,418 48
UMFQUA HLDGS	15 9000							
CORP COM								
CUSIP 904214103	4,405 000 United States	704 80		70,039 50	59,451 93	10,587 57	0 00	10,587 57
UNDER ARMOUR	80 6100							
INC CL A								
CUSIP 904311107	1,895 000 United States	0 00		152,755 95	121,717 87	31,038 08	0 00	31,038 08
UNIFIRST CORP	104 2000							
MASS COM								
CUSIP 904708104	508 000 United States	19 05		52,933 60	51,309 13	1,624 47	0 00	1,624 47
UNITED CONTL	57 3000							
HLDGS INC COM								
STK								
CUSIP 910047109	4,628 000 United States	0 00		265,184 40	217,233 83	47,950 57	0 00	47,950 57
UNITED	96 0700							
TECHNOLOGIES								
CORP COM								
CUSIP 913017109	3,209 000 United States	0 00		308,288 63	300,574 19	7,714 44	0 00	7,714 44
UNITIL CORP COM	35 8800							
CUSIP 913259107	2,025 000 United States	0 00		72,657 00	74,289 53	-1,632 53	0 00	-1,632 53
UNIVERSAL	51 3500							
ELECTRS INC COM								
CUSIP 913483103	950 000 United States	0 00		48,782 50	48,243 07	539 43	0 00	539 43
UNIVERSAL	50 0100							
HEALTH RLTY								
INCOME TR SH								
BEN INT SH BEN								
CUSIP 91359E105	947 000 United States	0 00		47,359 47	31,840 29	15,519 18	0 00	15,519 18

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Asset ID								- Market	- Translation	- Total	
Common Stock											
URBAN EDGE		23 4500									
PPTY'S COM											
CUSIP 91704F104		6 000 United States			0 00	140 70	37 87	102 83	0 00		102 83
US ECOLOGY INC		36 4400									
COM											
CUSIP 91732J102		877 000 United States			0 00	31,957 88	33,421 62	-1,463 74	0 00		-1,463 74
VCA INC		55 0000									
CUSIP 918194101		1,803 000 United States			0 00	99,165 00	68,464 82	30,700 18	0 00		30,700 18
VENTAS INC REIT		56 4300									
CUSIP 92276F100		2,161 000 United States			0 00	121,945 23	125,641 75	-3,696 52	0 00		-3,696 52
VERIZON		46 2200									
COMMUNICATIONS											
COM											
CUSIP 92343V104		1,305 000 United States			0 00	60,317 10	61,045 03	-727 93	0 00		-727 93
VISA INC COM CL A		77 5500									
STK											
CUSIP 92826C839		5,504 000 United States			0 00	426,835 20	281,872 95	144,962 25	0 00		144,962 25
VORNADO RLTY TR		99 9600									
COMMON STOCK											
CUSIP 929042109		12 000 United States			0 00	1,199 52	360 88	838 64	0 00		838 64
WADDELL & REED		28 6600									
FINL INC CL A											
COMMON STOCK											
CUSIP 930059100		1,250 000 United States			0 00	35,825 00	56,934 03	-21,109 03	0 00		-21,109 03
WALT DISNEY CO		105 0800									
CUSIP 254687106		1,705 000 United States			1,210 55	179,161 40	112,949 77	66,211 63	0 00		66,211 63
WEATHERFORD		8 3900									
INTERNATIONAL											
LTD(IE)USD0 001											
CUSIP G48833100		12,180 000 United States			0 00	102,190 20	224,179 00	-121,988 80	0 00		-121,988 80
WEBSTER		37 1900									
FINANCIAL CORP											
WATERBURY CONN											
COMMON STOCK											
CUSIP 947890109		1 600 000 United States			0 00	59,504 00	60,720 32	-1,216 32	0 00		-1,216 32
WEC ENERGY		51 3100									
GROUP INC COM											
CUSIP 92939U106		2,426 000 United States			0 00	124,478 06	105,506 51	18,971 55	0 00		18,971 55

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Asset ID											
Common Stock											
WELLTOWER INC COM		68 0300									
CUSIP 95040Q104		1,803 000 United States	0 00	122,658 09	107,411 15	15,246 94		0 00		15,246 94	
WEST PHARMACEUTICAL SVCS INC COM		60 2200									
CUSIP 955306105		1,678 000 United States	0 00	101,049 16	76,326 70	24,722 46		0 00		24,722 46	
WESTAMERICA BANCORPORATION COM		46 7500									
CUSIP 957090103		1,379 000 United States	0 00	64,468 25	60,841 34	3,626 91		0 00		3,626 91	
WESTERN ALLIANCE BANCORPORATION COM		35 8600									
CUSIP 957638109		2,550 000 United States	0 00	91,443 00	83,477 04	7,965 96		0 00		7,965 96	
WEX INC COM		88 4000									
CUSIP 96208T104		1,040 000 United States	0 00	91,936 00	76,055 20	15,880 80		0 00		15,880 80	
WOLVERINE WORLD WIDE INC COM		16 7100									
CUSIP 978097103		1,925 000 United States	115 50	32,166 75	28,236 23	3,930 52		0 00		3,930 52	
YANDEX N V COM USD0 01 CL 'A		15 7200									
CUSIP N97284108		5,555 000 Russian	0 00	87,324 60	99,734 94	-12,410 34		0 00		-12,410 34	
Total Common Stock											

^ Complete cost information not available.

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THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2015
PART II, LINE 10C - INVESTMENTS, CORPORATE BONDS

	Book Value	Fair Market Value
CORPORATE BONDS	2,090,172.55	2,051,133.64
COMMERCIAL MORTGAGE-BACKED	389,634.93	379,713.61
ASSET BACKED SECURITIES	688,642.62	687,431.22
TOTAL CORPORATE BONDS	3,168,450.10	3,118,278.47



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Asset ID	Shares/Par	Risk Name	Income/Expense						
Corporate Bonds									
5 0% DUE	107 8423								
03-01-2021 REG									
CUSIP 25459HBA2	45,000 000	United States	750 00	48,529 03	49,447 70	-918 67	0 00	-918 67	
ABBVIE INC 3 2%	98 4333								
11-06-202									
CUSIP 00287YAP4	35,000 000	United States	171 11	34,451 65	34,571 60	-119 95	0 00	-119 95	
ACTAVIS FDG SCS	99 9205								
3% DUE 03-12-2020									
CUSIP 00507UAP6	35,000 000	United States	317 91	34,972 17	35,076 65	-104 48	0 00	-104 48	
AFLAC INC 3 625%	103 5262								
BDS DUE									
06-15-2023									
USD1000 REG									
CUSIP 001055AL6	20,000 000	United States	32 22	20,705 24	20,640 60	64 64	0 00	64 64	
AMAZON COM INC	99 6903								
1 2% DUE									
11-29-2017 REG									
CUSIP 023135AH9	35,000 000	United States	37 33	34,891 60	34,804 00	87 60	0 00	87 60	
AMERICAN HONDA	100 7127								
FIN CORP MED									
TERM NTS BOOK									
ENTRY 2 125% DUE									
CUSIP 02665WAC5	35,000 000	United States	167 34	35,249 44	34,887 50	361 94	0 00	361 94	
APPLE INC 2 4%	97 4367								
DUE 05-03-2023									
REG									
CUSIP 037833AK6	35,000 000	United States	135 33	34,102 84	35,102 20	-999 36	0 00	-999 36	
AT&T INC 5 5%	106 8988								
DUE									
02-01-2018/02-01-2									
008 BEO									
CUSIP 00206RAJ1	30,000 000	United States	687 50	32,069 64	34,157 10	-2,087 46	0 00	-2,087 46	
BANK AMER CORP	103 3963								
4 1% DUE									
07-24-2023 REG									
CUSIP 06053FAA7	95,000 000	United States	1,698 65	98,226 48	98,262 20	-35 72	0 00	-35 72	

^ Complete cost information not available

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par Risk Name		Income/Expense					
Corporate Bonds								
BANK NOVA	99 2189							
SCOTIA B C 1.45%								
DUE 04-25-2018								
REG								
CUSIP 064159BZ8	35,000 000 Canada		93 04	34,726 61	34,502 30	224 31	0 00	224 31
BERKSHIRE	99 9556							
HATHAWAY FIN								
FLTG RT								
01-10-2017								
CUSIP 084664CA7	50,000 000 United States		52 28	49,977 80	50,000 00	-22 20	0 00	-22 20
BOARDWALK	100 9697							
PIPELINES LP								
BOARDWALK								
PIPELINES LP								
CUSIP 096630AA6	30,000 000 United States		225 20	30,290 91	34,108 20	-3,817 29	0 00	-3,817 29
CATERPILLAR FINL	100 2661							
SVCS CORP								
MEDIUM TERM								
N2 25% DUE								
CUSIP 14912L6F3	35,000 000 United States		65 62	35,093 13	35,347 85	-254 72	0 00	-254 72
CITIGROUP INC	103 3420							
3 875% DUE								
10-25-2023 REG								
CUSIP 172967HD6	65,000 000 United States		461 77	67,172 30	64,948 65	2,223 65	0 00	2,223 65
COMMONWEAL TH	99 5349							
EDISON CO 2 15%								
DUE 01-15-2019								
CUSIP 202795JC5	30,000 000 United States		297 41	29,860 47	30,186 30	-325 83	0 00	-325 83
CONAGRA FOODS	96 2029							
INC 3 2% DUE								
01-25-2023/01-25-2								
013 REG								
CUSIP 205887BR2	30,000 000 United States		416 00	28,860 87	29,447 00	-586 13	0 00	-586 13
CONOCOPHILLIPS	98 1871							
CO 1 05% DUE								
12-15-2017								
CUSIP 20826FAB2	35,000 000 United States		16 33	34,365 48	34,373 50	-8 02	0 00	-8 02

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss		Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID								Unrealized Gain/Loss - Market			
Corporate Bonds											
DR PEPPER		97 7160									
SNAPPLE GROUP											
2 0% DUE											
01-15-2020											
CUSIP 26138EAQ2		35,000 000 United States		322 77		34,200 60	34,565 65	-365 05	0 00		-365 05
ENERGY		93 4255									
TRANSFER											
PARTNERS 5 2%											
2-1-2022											
CUSIP 29273RAQ2		30,000 000 United States		650 00		28,027 65	32,129 70	-4,102 05	0 00		-4,102 05
ENSCO PLC		80 5179									
FORMERLY ENSCO											
INTL PLC TO											
03/31/2010 4 7%											
CUSIP 29358QAA7		30,000 000 United States		415 16		24,155 37	33,527 40	-9,372 03	0 00		-9,372 03
EQUITY		100 7743									
RESIDENTIAL											
PPTY 5 125 3 15 16											
5 125% DUE											
CUSIP 29476LAC1		50,000 000 United States		754 51		50,387 15	50,709 50	-322 35	0 00		-322 35
EXPRESS SCRIPTS		98 5191									
HLDG CO 3 5% DUE											
06-15-2024/06-05-2											
014 REG											
CUSIP 30219GAK4		35,000 000 United States		54 44		34,481 68	34,534 50	-52 82	0 00		-52 82
GAP INC 5 95%		105 7890									
DUE											
04-12-2021/04-12-2											
011 REG											
CUSIP 364760AK4		45,000 000 United States		582 60		47,605 05	50,741 40	-3,136 35	0 00		-3,136 35
GOLDMAN SACHS		100 6668									
GROUP INC 3 75%											
DUE											
05-22-2025/02-22-2											
CUSIP 38148LAE6		85,000 000 United States		345 31		85,566 78	85,121 30	445 48	0 00		445 48
HCP INC 4 25% DUE		100 1406									
11-15-2023/11-12-2											
013 REG											
CUSIP 40414LAJ8		35,000 000 United States		190 06		35,049 21	35,199 15	-149 94	0 00		-149 94

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID										
Corporate Bonds										
INTERCONTINENTA										
L EXCHANGE INC										
3 75% DUE										
12-01-2025/11-24-2										
CUSIP 45866FAD6										
25,000 000 United States										
96 35										
25,068 75										
24,995 75										
73 00										
73 00										
JPMORGAN CHASE										
& CO 3 875% DUE										
02-01-2024 REG										
CUSIP 46625HJT8										
65,000 000 United States										
1,049 47										
66,824 81										
68,670 55										
-1,845 74										
-1,845 74										
JPMORGAN CHASE										
& CO 3 9% DUE										
07-15-2025										
CUSIP 46625HMT7										
50,000 000 United States										
866 66										
51,526 10										
51,343 50										
182 60										
182 60										
KINDER MORGAN										
ENERGY										
PARTNERS L P										
3 5% DUE										
CUSIP 494550BT2										
30,000 000 United States										
350 00										
26,846 31										
30,014 40										
-3,168 09										
-3,168 09										
NASDAQ INC 5 25%										
DUE 01-16-2018										
REG										
CUSIP 631103AE8										
40,000 000 United States										
962 50										
42,334 32										
43,875 20										
-1,540 88										
-1,540 88										
NOMURA HLDGS										
100 4020										
INC NT 2 0% DUE										
09-13-2016										
CUSIP 65535HAD1										
40,000 000 Japan										
240 00										
40,160 80										
39,865 60										
295 20										
295 20										
NORDSTROM INC										
4 75% DUE										
05-01-2020/04-23-2										
010 REG										
CUSIP 655664AN0										
30,000 000 United States										
237 50										
32,424 99										
32,389 59										
35 40										
0 00										
35 40										
ONEOK PARTNERS										
L P 6 15% DUE										
10-01-2016 REG										
CUSIP 68268NAB9										
30,000 000 United States										
461 25										
30,796 62										
30,895 20										
-98 58										
-98 58										
PHILLIPS 66 2 95%										
DUE 05-01-2017										
REG										
CUSIP 718546AJ3										
30,000 000 United States										
147 50										
30,407 76										
30,972 30										
-564 54										
-564 54										

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Asset ID											
Corporate Bonds											
PROGRESS ENERGY INC 4 4% DUE	105 7720										
01-15-2021/01-21-2 CUSIP 743263AR6	25,000 000 United States	507 22	26,443 00	26,979 30	-536 30	0 00		-536 30			
PROLOGIS L P 3 35% DUE	101 2577										
02-01-2021 CUSIP 74340XAY7	35,000 000 United States	488 54	35,440 19	35,399 35	40 84	0 00				40 84	
PVPL HYUNDAI CAP AMER 2 875% DUE 08-09-2018	101 0520										
CUSIP 44923QAG9	30,000 000 United States	340 20	30,315 60	30,469 20	-153 60	0 00		-153 60			
RYDER SYS INC MEDIUM TERM NTS BOOK	99 3926										
ENTRYTRANCHE # CUSIP 78355HJW0	35,000 000 United States	74 37	34,787 41	35,065 45	-278 04	0 00		-278 04			
SANTANDER HLDGS USA INC 3 45% DUE	101 6646										
08-27-2018/07-27-2 CUSIP 80282KAC0	30,000 000 United States	356 49	30,499 38	29,945 40	553 98	0 00				553 98	
SCHLUMBERGER INVT SA 3 65% DUE 12-01-2023/12-03-2	101 4527										
013 REG CUSIP 806854AH8	30,000 000 United States	91 25	30,435 81	30,836 70	-400 89	0 00		-400 89			
SEMPRA ENERGY 4 05% SNR NTS DUE 12-01-2023	103 0079										
CUSIP 816851AU3	30,000 000 United States	101 25	30,902 37	31,649 10	-746 73	0 00		-746 73			
SHELL INTL FIN B V 2 0% DUE	100 1165										
11-15-2018 REG CUSIP 822582BA9	30,000 000 Netherlands	76 66	30,034 95	30,209 10	-174 15	0 00		-174 15			
TIME WARNER INC NEW 3 6% DUE 07-15-2025 REG	97 3479										
CUSIP 887317AW5	50,000 000 United States	1,035 00	48,673 95	49,880 00	-1,206 05	0 00		-1,206 05		-1,206 05	

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par Risk Name	Income/Expense						
Corporate Bonds								
U S BANCORP MEDIUM TERM NTS 2 2%	100 7325							
04-25-2019 CUSIP 91159HH6	35,000 000 United States	141 16		35,256 37	34,968 50	287 87	0 00	287 87
VALERO ENERGY CORP NEW 9 375% DUE 03-15-2019 REG	118 1430							
CUSIP 91913YAN0	25,000 000 United States	690 10		29,535 75	29,707 75	-172 00	0 00	-172 00
VERIZON COMMUNICATIONS INC 3 65% DUE 09-14-2018 REG	104 5691							
CUSIP 92343VBP8	60,000 000 United States	650 91		62,741 46	64,105 20	-1,363 74	0 00	-1,363 74
VODAFONE GROUP PLC NEW 1 5% DUE 02-19-2018 REG	98 8891							
CUSIP 92857WBE9	21,000 000 United Kingdom	115 50		20,766 71	20,778 66	-11 95	0 00	-11 95
WALGREENS BOOTS ALLIANCE INC 3 8% DUE 11-18-2024 REG	97 0168							
CUSIP 931427AH1	30,000 000 United States	136 16		29,105 04	30,450 90	-1,345 86	0 00	-1,345 86
WASTE MANAGEMENT INC 2 9% DUE 09-15-2022REG	98 1459							
CUSIP 94106LAY5	35,000 000 United States	298 86		34,351 06	34,777 05	-425 99	0 00	-425 99
WELLS FARGO & CO NEW 5 625% DUE 12-11-2017 BEO	107 2840							
CUSIP 949746NX5	60,000 000 United States	187 50		64,370 40	67,724 40	-3,354 00	0 00	-3,354 00
WELLS FARGO & CO NEW MEDIUM TERM SR NTS BOOK ENTRY	102 1534							
CUSIP 94974BGL8	40,000 000 United States	759 66		40,861 36	40,779 60	81 76	0 00	81 76

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss		Unrealized Gain/Loss - Total
Asset ID								- Market	- Translation	
Corporate Bonds										
WHIRLPOOL CORP 4 85% DUE 06-15-2021		107 0460								
CUSIP 96332HCD9		30,000 000	United States	64 66	32,113 80	32,284 50	-170 70	0 00		-170 70
XILINX INC 3 0% DUE 03-15-2021		100 2555								
REG										
CUSIP 983919AH4		35,000 000	United States	309 16	35,089 42	34,748 35	341 07	0 00		341 07
Total Corporate Bonds										

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Security Description		Market Price Local										
		Country of	Accrued									
Asset ID	Shares/Par Risk Name	Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gam/Loss - Total					
Commercial Mortgage-Backed												
CITIGROUP COML MTG TR	99 7404											
2013-GCJ11 MTG PASS THRU CTF CL CUSIP 17320DAC2	30,000 000 United States	49 67	29,922 12	30,899 66	-977 54	0 00	-977 54					
CMO COMM 2007-C9 MTG TR CL A-4 FLT RT DUE 12-10-2049 BEO	103 7273											
CUSIP 20047RAE3	44,976 230 United States	217 21	46,652 62	48,189 57	-1,536 95	0 00	-1,536 95					
CMO COMMERCIAL MORTGAGE TRUST COML MTG PASSTHRU CTF CL CUSIP 12591QAR3	101 5946											
CMO LB-UBS COML MTG TR 2006-C7 COML MTG PASSTHRU CTF CL CUSIP 50180CAD2	65,000 000 United States	200 09	66,036 49	67,045 61	-1,009 12	0 00	-1,009 12					
CMO WACHOVIA BK COML MTG TR COML MTG PASS-TH MTG CUSIP 92978PAE9	101 8650											
COMM 2012-LC4 MTG TR CTF CL A-4 3 288% 12-10-2044	30,000 000 United States	89 11	30,559 50	32,579 29	-2,019 79	0 00	-2,019 79					
CUSIP 126192AD5	42,792 900 United States	189 28	43,377 40	45,126 46	-1,749 06	0 00	-1,749 06					
COMM 2014-CCRE14 MTG TR SER 2014-CR14 CL A-2 3 147%	102 2002											
CUSIP 12630DAV6	30,000 000 United States	82 20	30,660 06	30,363 28	296 78	0 00	296 78					
JPMBB COML MTG SECS TR 2014-C19 MTG PASSTHRU CTF CL A-2 CUSIP 46641WAT4	101 7914											
	65,000 000 United States	170 46	66,164 41	67,688 87	-1,524 46	0 00	-1,524 46					
	65,000 000 United States	164 97	66,341 01	67,742 19	-1,401 18	0 00	-1,401 18					

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Security Description		Market Price Local									
Asset ID		Shares/Par	Risk Name	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Total Commercial Mortgage-Backed											
					1,162.99	379,713.61	389,634.93	-9,921.32	0.00	-9,921.32	

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par Risk Name	Income/Expense						
Asset Backed Securities								
2007-11 NT CL A FLTG 12-15-2019 BEO	99 4818							
CUSIP 05522RSG2	45,000,000 United States	8 51		44,766 81	44,594 53	172 28	0 00	172 28
2014-1 NT CL A	99 8271							
06-15-2021 REG								
CUSIP 05522RC09	55,000,000 United States	18 45		54,904 90	55,090 23	-185 33	0 00	-185 33
ALLY AUTO	99 7478							
RECEIVABLES TR								
2014-1 ASSET								
BACKED NT CL A-3								
CUSIP 02006TAB2	65,000,000 United States	28 02		64,836 07	64,667 38	168 69	0 00	168 69
ALLY MASTER	99 6413							
OWNER TR SR								
2014-4 CL A2 1 43%								
06-17-2019 BEO								
CUSIP 02005AEK0	35,000,000 United States	22 24		34,874 45	35,032 81	-158 36	0 00	-158 36
AMERICREDIT	99 9682							
AUTOMOBILE								
RECEIVABLES TR								
2014-2								
CUSIP 03064VAJ7	9,651,230 United States	3 27		9,648 16	9,655 00	-6 84	0 00	-6 84
AMERN EXPRESS	99 6607							
CR A/C MASTER TR								
FLTG RT SER								
2014-4 CL A								
CUSIP 02582JGN4	100,000,000 United States	28 35		99,660 70	99,925 78	-265 08	0 00	-265 08
CAPITAL ONE	99 4736							
MULTI-ASSET								
EXECUTION TR								
2014-3 CARD SER								
CUSIP 14041NER8	110,000,000 United States	36 90		109,420 96	110,085 94	-664 98	0 00	-664 98
FORD CR AUTO	99 9293							
OWNER TR 2013-B								
CL A3 57% DUE								
10-15-2017								
CUSIP 34530EAC1	31,925,020 United States	8 08		31,902 44	31,912 55	-10 11	0 00	-10 11

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Security Description	Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID									
Asset Backed Securities									
FORD CR	99 9703								
FLOORPLAN									
MASTER OWNER									
TR A 2013-5 CL A-2									
CUSIP 34528QCW2	65,000 000	United States	24 57	64,980 69	65,050 40	-69 71	0 00	-69 71	
HYUNDAI AUTO									
RECEIVABLES TR	99 7864								
2014-B NT CLA-3									
9% DUE									
CUSIP 44890JAC8	126,237 050	United States	50 49	125,967 40	126,151 27	-183 87	0 00	-183 87	
NISSAN AUTO									
RECEIVABLES	99 7746								
2013-C OWNER TR									
NT CL A-3 67%									
CUSIP 65477MAC2	46,573 620	United States	13 86	46,468 64	46,476 73	-8 09	0 00	-8 09	
Total Asset Backed Securities									
			242 74	687,431 22	688,642 62	-1,211 40	0 00	-1,211 40	

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THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2015
PART II, LINE 13 - INVESTMENTS, OTHER

	<u>Book Value</u>	<u>Fair Market Value</u>
FUNDS - COMMON STOCK	8,635,105.34	7,895,682.47
FUNDS - CORPORATE BONDS	2,884,747.56	3,011,248.58
FUNDS - OTHER FIXED INCOME	2,098,057.76	1,824,397.50
PARTNERSHIPS	1,064,552.63	1,319,720.00
MISCELLANEOUS	398,060.45	371,496.88
TOTAL INVESTMENTS, OTHER	<u><u>15,080,523.74</u></u>	<u><u>14,422,545.43</u></u>



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Security Description		Market Price Local		Country of		Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID		Shares/Par	Risk Name								
Funds - Common Stock											
CASH AWAITING		1	0000								
EQTY											
INVESTMENT											
CUSIP 14699QCF4		3,400,000,000	United States			0 00	3,400,000 00	3,400,000 00	0 00	0 00	0 00
MFB NORTHERN		11	1100								
MULTI MANAGER											
GLOBAL											
LISTEDINFRASTRU											
CUSIP 665162384		110,491,490	United States			0 00	1,227,560 45	1,135,105 34	92,455 11	0 00	92,455 11
MFO DFA		20	4000								
EMERGING											
MARKETS VALUE											
CUSIP 233203587		160,202,060	Emerging Markets			0 00	3,268,122 02	4,100,000 00	-831,877 98	0 00	-831,877 98
Total Funds - Common Stock											

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Security Description		Market Price Local						
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Funds - Corporate Bond								
MFO PIMCO FDS	8 2600							
PAC INVT MGMT								
SER HIGH YIELD FD								
INSTL CL								
CUSIP 69339D841	364,557 940 United States	17,708 16	3,011,248 58	2,884,747 56	126,501 02	0 00	126,501 02	
Total Funds - Corporate Bond								

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Security Description		Market Price Local									
Asset ID		Shares/Par	Risk Name	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Funds - Other Fixed Income											
MFO PIMCO FDS		10	2000								
PAC INVT MGMT											
SER ALL ASSET FD											
INSTL CL											
CUSIP 722005626		178,862	500	United States	0 00	1,824,397 50	2,098,057 76	-273,660 26	0 00	-273,660 26	
Total Funds - Other Fixed Income					0 00	1,824,397 50	2,098,057 76	-273,660 26	0 00	-273,660 26	

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Asset ID											
Partnerships											
ABERDEEN VENTURE PARTNERS VIII (OFFSHORE), L P CUSIP 991KV2991	1,319,720 0000										
	1,064,552 630	United States	0 00	1,319,720 00	1,064,552 63	255,167 37	0 00	255,167 37		255,167 37	
Total Partnerships			0 00	1,319,720 00	1,064,552 63	255,167 37	0 00	255,167 37		255,167 37	

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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss		Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID								- Market			
Miscellaneous											
&& CASH HELD		1 0000									
ELSEWHERE PINE											
GROVE OFFSHORE											
LTD CL C FD											
CUSIP 000841346		303,087 160	United States		0 00	303,087 16	303,087 16	0 00		0 00	0 00
Total Miscellaneous											

^ Complete cost information not available

*Generated by Northern Trust on 22 Aug 16

OFFFIELD FAM FDN-YIELD ORIENTED

Account Number: 88Q-74C89

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 01, 2015 - January 30, 2015

CASH/MONEY ACCOUNTS		Quantity	Total		Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
Description	Cost Basis		Cost Basis	Market Price				
CASH		0.21	0.21			.21		
BIF MONEY FUND		10,073.00	10,073.00	1.0000		10,073.00		
TOTAL			10,073.21			10,073.21		

ALTERNATIVE INVESTMENTS (NOT HELD IN THE NAME OF MLPF&S[☆])

Description	Quantity	Total		Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
		Cost Basis	Market Price							
COAST ACCESS II LTD Initial Purchase, 11/01/07 CLASS I EST MKT PRICE AS OF 11/28/14 (.1710 FRACTIONAL SHARE)	92,287	131,619.87	1.1810		108,990.95	(22,628.92)	131,619	(22,628)		
TOTAL		131,620.11			108,991.15	(22,628.96)		(22,628)		
TOTAL PRINCIPAL INVESTMENTS		141,693.32			119,064.36	(22,628.96)				

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Sales Charge Discounts or Waivers: Many funds offer various sales charge discounts or waivers depending on the terms of the prospectus and/or statement of additional information. You should consult a fund's prospectus and/or statement of additional information to determine whether you may qualify for a discount or waiver. Notify your Financial Advisor, Financial Solutions Advisor or Investment Center representative if you believe you qualify for any of these or any other discounts or waivers. Please contact your Financial Advisor, Financial Solutions Advisor or Investment Center representative for further information on available sales charge discounts and waivers.

Notes

[☆] These alternative investments are provided for informational purposes only, and are not registered in the name of nor held by MLPF&S or its nominees

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THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2015
PART XV - GRANTS AND CONTRIBUTIONS PAID

PART XV, LINE 3a - GRANTS PAID DURING THE YEAR	EIN	FOUNDATION STATUS	TOTAL
ALLIED EMS SYSTEMS, INC 3407 M 119, HARBOR SPRINGS, MI 49740	38-3475115	PC	10,000
BASSETT HOUND RESCUE OF SOUTHERN CALIFORNIA P.O. BOX 88, WHITTIER, CA 90608	77-0503016	PC	5,000
BOYS & GIRLS CLUB OF BROWARD CITY, FL 877 NW 61ST ST, FORT LAUDERDALE, FL 33309	59-1108790	PC	20,000
CAMP DAGGETT 3001 CHURCH RD, PETOSKEY, MI 49770	38-1617980	PC	10,000
CATALINA ISLAND CONSERVANCY 125 CLARISSA AVE, AVALON, CA 90704	23-7228407	PC	40,000
CATALINA ISLAND PERFORMING ARTS FOUNDATION P.O. BOX 2070, AVALON, CA 90704	33-0583694	PC	30,000
CATALINA SEA BASS FUND, INC P.O. BOX 2080 AVALON, CA 90704	33-0769316	POF	100,000
CENTER ON HALSTED 3656 N HALSTED AVE, CHICAGO, IL 60613	51-0178807	PC	100,000
CHICAGO HOUSE 1925 N CLYBORN ST STE 401, CHICAGO, IL 60614	36-3376432	PC	25,000
CITY OF HOPE 22 WILSON AVE, KEARNY, NJ 07032	95-3435919	PC	250,000
CONNECTIONS EQUINE THERAPY PROGRAM 11585 E PURPLE SAGE DR, CORNVILLE, AZ 86325	86-0987445	PC	2,500
CONSERVATION RESOURCE ALLIANCE 10850 E TRAVERSE HWY STE 1180, TRAVERSE CITY, MI 49684	38-2181915	PC	60,000
CORNERSTONE TEEN CENTER (CONGREGATIONAL CHURCH OF AVALON) 236 METROPOLE ST, AVALON, CA 90704	33-0018033	PC	60,000
CREATIVE CAPITAL FOUNDATION 15 MAIDEN LANE 18TH FLOOR, NEW YORK, NY 10038	31-1605982	PC	10,000
CREATIVE CAPITAL FOUNDATION 15 MAIDEN LANE 18TH FLOOR, NEW YORK, NY 10038	31-1605982	PC	20,000

CREATIVE CAPITAL FOUNDATION 15 MAIDEN LANE 18TH FLOOR, NEW YORK, NY 10038	31-1605982	PC	(10,000)
CROOKED TREE ARTS, INC 461 E MITCHELL ST, PETOSKEY, MI 49770	23-7187264	PC	10,000
CROOKED TREE ARTS, INC. 461 E MITCHELL ST, PETOSKEY, MI 49770	23-7187264	PC	75,000
EMMET SPORTSMEN'S FOUNDATION P.O. BOX 34, HARBOR SPRINGS, MI 49740	46-3531922	PC	10,000
FIRST TEE OF BOYNE HIGHLANDS (TIP OF THE MITT JUNIOR GOLF ASSOCIATION) 600 HIGHLANDS DR, P.O. BOX 613, HARBOR SPRINGS, MI 49740	74-3149490	PC	10,000
GLOBAL TRAINING NETWORK 7558 W THUNDERBIRD, PEORIA, AZ 85381	68-0586399	PC	7,500
H.A R B O R INC. P.O. BOX 112, HARBOR SPRINGS, MI 49740	38-3602221	PC	60,000
HARBOR HALL FOUNDATION P.O. BOX 376, HARBOR SPRINGS, MI 49740	38-3105589	PC	25,000
HARBOR SPRINGS AREA HISTORICAL FOUNDATION P.O BOX 812, HARBOR SPRINGS, MI 49740	38-2934124	PC	25,000
HARBOR SPRINGS CHAMBER FOUNDATION 368 E MAIN ST, HARBOR SPRINGS, MI 49740	38-3150489	PC	25,000
HARBOR SPRINGS LIBRARY ASSOCIATION 206 S SPRING ST, HARBOR SPRINGS, MI 49740	38-1722820	PC	40,000
HARBOR SPRINGS LYRIC THEATER 368 E MAIN ST, HARBOR SPRINGS, MI 49740	46-5537766	PC	100,000
HARBOR SPRINGS POLICE DEPARTMENT 170 ZOLL ST, HARBOR SPRINGS, MI 49740	38-6004559	GOV	20,000
HEART OF THE LAKES CTR FOR LAND CONSERVATION POLICY 102 N WALNUT ST, BAY CITY, MI 48706	03-0548515	PC	25,000
INTERNATIONAL GAME FISH ASSOCIATION INC 300 GULF STREAM WAY, DANIA BEACH, FL 33004	23-7231048	PC	250,000
J F SHEA THERAPEUTIC RIDING CENTER, INC. 26284 OSO RD, SAN JUAN CAPISTRANO, CA 92675	95-3351363	PC	50,000
JEFFREY P. BODZICK SCHOLARSHIP FOUNDATION P.O BOX 169, HARBOR SPRINGS, MI 49740	37-1468147	PC	10,000

KIDS AGAINST HUNGER 5401 BOONE AVE N, NEW HOPE, MN 55428	41-1939778	PC	15,000
LAGUNA COLLEGE OF ART AND DESIGN 2222 LAGUNA CANYON RD, LAGUNA BEACH, CA 92651	95-2415066	PC	25,000
LAXART 2640 SOUTH LA CIENEGA, LOS ANGELES, CA 90034	20-2911916	PC	25,000
LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W CONWAY RD, HARBOR SPRINGS, MI 49740	38-1384441	PC	100,000
LITTLE TRAVERSE CONSERVANCY 3264 POWELL RD, HARBOR SPRINGS, MI 49740	23-7267810	PC	100,000
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILLSHIRE BLVD, LOS ANGELES, CA 90036	95-2264067	PC	10,000
LOS ANGELES NOMADIC DIVISION 8033 SUNSET BLVD #455, LOS ANGELES, CA 90046	27-0250572	PC	25,000
McLAREN NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVENUE, PETOSKEY, MI 49770	38-2445611	SO II	250,000
McLAREN NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVENUE, PETOSKEY, MI 49770	38-2445611	SO II	50,000
McLAREN NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVENUE, PETOSKEY, MI 49770	38-2445611	SO II	1,000,000
McLAREN NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVENUE, PETOSKEY, MI 49770	38-2445611	SO II	100,000
McLAREN NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVENUE, PETOSKEY, MI 49770	38-2445611	SO II	100,000
MINGUS UNION HIGH SCHOOL 1801 E FIR St, COTTONWOOD, AZ 86326	56-0796411	PC	10,000
MINGUS UNION HIGH SCHOO L-TENNIS PROGRAM 1801 E FIR St, COTTONWOOD, AZ 86326	56-0796411	PC	20,000
MUSEUM OF CONTEMPORARY ART 250 S. GRAND AVE, LOS ANGELES, CA 90012	95-3433820	PC	10,000
NORTH CENTRAL MICHIGAN COLLEGE FOUNDATION 1515 HOWARD ST, PETOSKEY, MI 49770	38-2910328	PC	10,000
NORTH EMMET LITTLE LEAGUE 6615 ROBINSON RD, PELLSTON, MI 49769	38-2509002	PC	17,000
NORTHERN MICHIGAN EQUINE THERAPY 5025 CHURCH RD, BOYNE CITY, MI 49712	30-0838013	PC	40,000

NORTHLIGHT THEATRE 9501 SKOKIE BLVD, SKOKIE, IL 60077	23-7390464	PC	50,000
OFFIELD CENTER FOR BILL FISH STUDIES PO BOX 2080, AVALON, CA 90704	46-1309989	PC	100,000
OPERATION SCHOOL BELL/ASSISTANCE LEAGUE OF SOUTHERN CALIFORNIA 1370 NORTH SAINT ANDREWS PLACE, LOS ANGELES, CA 90028	95-1641960	PC	2,500
OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 1121 SW SALMON ST STE 100, PORTLAND, OR 97205	23-7083114	PC	1,000,000
OUTWARD BOUND 255 WEST 36TH STREET 8TH FLOOR, NEW YORK, NY 10018	04-2375956	PC	20,000
PASADENA ARTS COUNCIL 65 S GRAND AVENUE, PASADENA, CA 91105	95-2540759	PC	15,000
PEREGRINE FUND, INC 5668 W FLYING HAWK LN, BOISE, ID 83709	23-1969973	PC	250,000
PETOSKEY/HARBOR SPRINGS AREA COMMUNITY FOUNDATION 616 PETOSKEY ST SUITE 203, PETOSKEY, MI 49770	38-3032185	PC	25,000
PETOSKEY/HARBOR SPRINGS AREA COMMUNITY FOUNDATION 616 PETOSKEY ST SUITE 203, PETOSKEY, MI 49770	38-3032185	PC	60,000
PETOSKEY/HARBOR SPRINGS AREA COMMUNITY FOUNDATION 616 PETOSKEY ST SUITE 203, PETOSKEY, MI 49770	38-3032185	PC	10,000
PFLEGER INSTITUTE FOR ENVIRONMENTAL RESEARCH (PIER) 315 N CLEMENTINE ST, OCEANSIDE, CA 92054	33-0735400	POF	200,000
PLANNED PARENTHOOD OF WEST AND NORTHERN MICHIGAN 425 CHERRY ST SE, GRAND RAPIDS, MI 49503	38-1782520	PC	400,000
PLANNED PARENTHOOD OF WEST AND NORTHERN MICHIGAN 425 CHERRY ST SE, GRAND RAPIDS, MI 49503	38-1782520	PC	500,000
SANTA CATALINA ISLAND CONSERVANCY P.O. BOX 2739, AVALON, CA 90704	23-7228407	PC	100,000
SURFRIDER FOUNDATION P O BOX 6010, SAN CLEMENTE, CA 92674	95-3941826	PC	50,000
THE AMANDA FOUNDATION 351 NORTH FOOTHILL RD, BEVERLY HILLS, CA 90210	51-0183667	PC	5,000
THE BILLFISH FOUNDATION 5100 N FEDERAL HWY STE 200, FT LAUDERDALE, FL 33308	59-2694327	PC	100,000

THE FIRST SCHOOL 1733 OCEAN PARK BLVD, SANTA MONICA, CA 90405	95-7092089	PC	2,500
THE HIGH ARCTIC INSTITUTE 603 10TH AVE, ORION, IL 61273	20-5954156	PC	50,000
THE LANGE FOUNDATION 2106 S SEPULVEDA BLVD, LOS ANGELES, CA 90025	95-4407687	PC	5,000
THE MANNA PROJECT, INC. 8791 McBRIDE PARK DR, HARBOR SPRINGS, MI 49740	38-2764533	PC	25,000
THE POLICE ATHLETIC LEAGUE 34 1/2 EAST 12TH ST, NEW YORK, NY 10003	13-5596811	PC	15,000
THE WILD DOLPHIN PROJECT P.O BOX 8436, JUPITER, FL 33468	65-0264660	PC	10,000
THE WILLOWS COMMUNITY SCHOOL 8509 HIGUERA ST, CULVER CITY, CA 90232	95-4466863	PC	15,000
TIP OF THE MITT WATERSHED COUNCIL 426 BAY ST, PETOSKEY, MI 49770	38-2361745	PC	50,000
TOP OF MICHIGAN TRAILS COUNCIL 445 EAST MITCHELL ST, PETOSKEY, MI 49770	38-3263521	PC	130,000
TUNA CLUB FOUNDATION 100 ST. CATHERINE WAY, AVALON, CA 90704	95-2568575	PC	30,000
TUNA CLUB FOUNDATION 100 ST. CATHERINE WAY, AVALON, CA 90704	95-2568575	PC	30,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3551 TROUSDALE PARKWAY STE 160, LOS ANGELES, CA 90089	95-1642394	PC	50,000
VERDE VALLEY FAIR ASSOCIATION P.O BOX 1974, COTTONWOOD, AZ 86326	95-3551427	PC	20,000
VICTOR WOOTEN'S CENTER FOR MUSIC AND NATURE 511 UNION ST STE 1600, NASHVILLE, TN 37219	27-2824123	PC	10,000
WOMEN'S RESOURCE CENTER OF NORTHERN MICHIGAN 423 PORTER ST, PETOSKEY, MI 49770	38-2302164	PC	100,000
WOUNDED WARRIOR PROJECT 4899 BELFORT RD STE 300, JACKSONVILLE, FL 32256	20-2370934	PC	45,000
ZOOLOGICAL SOCIETY OF SAN DIEGO PO BOX 120551, SAN DIEGO, CA 92112	95-1648219	PC	50,000

Subtotal	<u>6,907,000</u>
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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
54539875.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 49329906.					5,209,969.	
TOTAL GAIN(LOSS)							<u>5,209,969.</u>	