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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

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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

REDHILL FOUNDATION-ROTHBERG FAM CHAR TRUST

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

301 S.W. ADAMS STREET

Room/suite

700

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

PEORIA, IL 61602-1570

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 146,877,052.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

37-1217165

B Telephone number (see instructions)

(309) 676-1381

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. ☐**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)	NONE		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	3,993,398.	3,993,398.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,230,554.			
b Gross sales price for all assets on line 6a 13,631,889.				
7 Capital gain net income (from Part IV, line 2)		5,230,554.		
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	9,223,952.	9,223,952.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) [2]	4,469,498.	4,469,498.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [3]	87,000.			
19 Depreciation (attach schedule) and depletion.				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4.	34.			34.
24 Total operating and administrative expenses. Add lines 13 through 23.	4,556,532.	4,469,498.		34.
25 Contributions, gifts, grants paid	4,950,130.			4,950,130.
26 Total expenses and disbursements. Add lines 24 and 25	9,506,662.	4,469,498.	0.	4,950,164.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-282,710.			
b Net investment income (if negative, enter -0-)		4,754,454.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions

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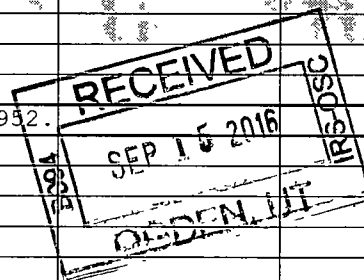
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Form **990-PF** (2015)

PAGE 1

SCANNED SEP 19 2016



Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	1,707,277.	2,189,520.	2,189,520.
	2	Savings and temporary cash investments	14,093.	27,075.	27,075.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 5	58,041,521.	57,263,586.	144,660,457.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)			
14		Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	59,762,891.	59,480,181.	146,877,052.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	59,762,891.	59,480,181.	
	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)	59,762,891.	59,480,181.		
31	Total liabilities and net assets/fund balances (see instructions)	59,762,891.	59,480,181.		

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	59,762,891.
2	Enter amount from Part I, line 27a	2	-282,710.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	59,480,181.
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	59,480,181.

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 5,230,554.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3 0.

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	3,361,965.	159,559,653.	0.021070
2013	6,152,311.	139,631,282.	0.044061
2012	5,899,735.	117,941,937.	0.050022
2011	4,191,631.	109,257,237.	0.038365
2010	4,073,090.	95,169,844.	0.042798
2 Total of line 1, column (d)			2 0.196316
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 0.039263
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 171,596,677.
5 Multiply line 4 by line 3			5 6,737,400.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 47,545.
7 Add lines 5 and 6			7 6,784,945.
8 Enter qualifying distributions from Part XII, line 4			8 4,950,164.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	95,089.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	95,089.
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	95,089.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 82,994.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 15,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	97,994.
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	2,905.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ► 2,905. Refunded ►		11	

Part VII-A Statements Regarding Activities

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

Form 990-PF (2015)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BLACKHILL CAPITAL INC Telephone no ► 973-984-7014 Located at ► 161 MADISON AVENUE MORRISTOWN, NJ ZIP+4 ► 07690			
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.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	N/A
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes	☒ No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

Form 990-PF (2015)

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** **N/A**
Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** **X**
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** **N/A**

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 6		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				0.

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

Form 990-PF (2015)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BLACKHILL CAPITAL INC.	INVESTMENT ADVISOR	4,469,498.

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	NONE
2 N/A	
3 N/A	
4 N/A	

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	NONE
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form **990-PF** (2015)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	171,193,201.
b	Average of monthly cash balances	1b	3,016,623.
c	Fair market value of all other assets (see instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	174,209,824.
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	174,209,824.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,613,147.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	171,596,677.
6	Minimum investment return. Enter 5% of line 5	6	8,579,834.

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	8,579,834.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	95,089.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	95,089.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,484,745.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,484,745.
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	8,484,745.

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	4,950,164.
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	4,950,164.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,950,164.

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.

Form 990-PF (2015)

Page **9****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				8,484,745.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			4,945,199.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 4,950,164.				
a Applied to 2014, but not more than line 2a . . .			4,945,199.	
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.				4,965.
e Remaining amount distributed out of corpus. . .				
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				
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			NONE	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				8,479,780.
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) . . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011 . . .				
b Excess from 2012 . . .				
c Excess from 2013 . . .				
d Excess from 2014 . . .				
e Excess from 2015 . . .				

Form **990-PF** (2015)

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)

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

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

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

NONE

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

NONE

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

Check here ☐ 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

ATCH 7

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

ATCH 8

c Any submission deadlines

NO SUBMISSION DEADLINE IS IMPOSED BY THE BOARD.

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

ATCH 9

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

Recipient		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
Name and address (home or business)					
a <i>Paid during the year</i> SEE LIST ATTACHED				GENERAL PURPOSES	4,950,130.
Total				► 3a	4,950,130.
b <i>Approved for future payment</i>					
Total				► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	3,993,398.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,230,554.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				9,223,952.	
13 Total. Add line 12, columns (b), (d), and (e)			13	9,223,952.	

(See worksheet in line 13 instructions to verify calculations)

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

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

N/A

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[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
N/A		

**Sign
Here**

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


Signature of officer or trustee

3/23/16
Date

TRUSTEE
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
JOSEPH BULGER

Preparer's signature 

Date 8/23/16

Check ☐ if self-employed	PTIN P01366942
---	-------------------

Firm's name	▶ ERNST & YOUNG U.S. LLP
Firm's address	▶ 77 WATER STREET, 9TH FL NEW YORK, NY

10005

Firm's EIN ▶ 34-6565596

Phone no 212-440-0800

Form **990-PF** (2015)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				IP 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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					51.	
2,371,117.		THROUGH PERSHING LLC-SEE SCHEDULE ATTACH PROPERTY TYPE: SECURITIES 2,821,315.					VARIOUS -450,198.	VARIOUS
59.		THROUGH PERSHING LLC-SEE SCHEDULE ATTACH PROPERTY TYPE: SECURITIES 49.					09/10/2013 10.	VARIOUS
11260662.		THROUGH PERSHING LLC-SEE SCHEDULE ATTACH PROPERTY TYPE: SECURITIES 5,579,971.					VARIOUS 5,680,691.	VARIOUS
TOTAL GAIN(LOSS)							<u>5,230,554.</u>	

REDHILL FOUNDATION-ROTHBERG FAM CHAR TRUST

EIN:37-1217165

SUPPLEMENTARY STATEMENTS

PART: XV

LINE: 2

SUPPLEMENTAL INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS THROUGH PERSHING LLC	3,993,398.	3,993,398.
TOTAL	<u>3,993,398.</u>	<u>3,993,398.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL 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>
INVESTMENT ADVISORY FEES	4,469,498.	4,469,498.		
TOTALS	<u>4,469,498.</u>	<u>4,469,498.</u>		

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL TAX - 2014 EXT	7,000.			
FEDERAL TAX - 2015 EST Q3	80,000.			
TOTALS	<u>87,000.</u>			

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ILLINOIS FILING FEE	15.			15.
BANK CHARGES	19.			19.
TOTALS	34.			34.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE ATTACHED	58,041,521.	57,263,586.	144,660,457.
TOTALS	<u>58,041,521.</u>	<u>57,263,586.</u>	<u>144,660,457.</u>

REDHILL FOUNDATION-ROTHBERG FAM CHAR TRUST

37-1217165

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

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL ROTHBERG 8 EGRET WAY MILL VALLEY, CA 94941	TRUSTEE	0.	0.	0.
LEE PATRICK ROTHBERG 15615 NO. 6TH STREET CHILLICOTHE, IL 61523	TRUSTEE	0.	0.	0.
KATHLEEN BARNETT 730 ASHLAND AVENUE WILMETTE, IL 60091	TRUSTEE	0.	0.	0.
HEIDI ROTHBERG 153 SKI ROAD ALLENSPARK, CO 80510	TRUSTEE	0.	0.	0.
GRAND TOTALS		0.	0.	0.

ATTACHMENT 7

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

KAREN M. STUMPE, ESQUIRE
301 SW ADAMS STREET
PEORIA, IL 61602
309-676-1381

ATTACHMENT 8990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

A LETTER SHOULD BE DRAFTED TO THE BOARD OF DIRECTORS STATING THE PURPOSE AND INTENDED USE OF THE AWARD. A BRIEF SUMMARY OF THE APPLICANT'S CHARITABLE PURPOSE AND BACKGROUND SHOULD BE INCLUDED IN APPLICANT'S SUBMITTED MATERIALS.

ATTACHMENT 9990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS OR LIMITATIONS ON THE SELECTION PROCEDURES OF ANY PROSPECTIVE RECIPIENT. THE AWARDS ARE GRANTED ON THE MERIT OF THE REQUEST.

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

15% RATE CAPITAL GAIN DIVIDENDS	
LT CAP GAIN DIVIDENDS THRU PERSHING LLC	51.
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	<u>51.</u>
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	<u>51.</u>

REDHILL FOUNDATION - ROTHBERG FAMILY CHARITABLE TRUST
CHARITABLE CONTRIBUTIONS PAID
FYE 12/31/2015
EIN: 37-1217165

DATE	CHARITABLE ORGANIZATION/CITY,STATE	AMOUNT
2/12/2015	P.E.F. ISRAEL ENDOWMENT FUNDS NEW YORK, NY	\$ 175,040.00
3/3/2015	P.E.F. ISRAEL ENDOWMENT FUNDS NEW YORK, NY	\$ 100,000.00
8/21/2015	P.E.F. ISRAEL ENDOWMENT FUNDS PEORIA, IL	\$ 3,150,090.00
8/24/2015	FRIENDS OF THE ISRAEL DEFENSE FORCES NEW YORK, NY	\$ 1,150,000.00
10/19/2015	P.E.F. ISRAEL ENDOWMENT FUNDS NEW YORK, NY	\$ 350,000.00
12/21/2015	P.E.F. ISRAEL ENDOWMENT FUNDS NEW YORK, NY	\$ 25,000.00
TOTAL CONTRIBUTIONS PAID *		<u>\$ 4,950,130.00</u>

*** ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND
OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED
UNDER 501 [C][3] OF THE INTERNAL REVENUE CODE.**

Recipient's Name and Address:

REDHILL FOUNDATION SAMUEL & JEAN
ROTHBERG FAM CHA TR UAD 05/01/87

2015 TAX and
YEAR-END STATEMENT

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments			Realized Gain or Loss
							D=Market Discount	O=Option Premium	W=Wash Sale Loss	
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.										
Covered (Box 3)										
Description (Box 1a): CHIMERA INVT CORP CO M R/S EFF 04/07/15 1 OLD/20 CU 16934Q20										
SELL	FIRST IN FIRST OUT	50,000	03/26/2015	04/06/2015	154,497.10	166,500.00				(12,002.90)
CUSIP: 16934Q109										
Description (Box 1a): KINDER MORGAN INC DEL WT EXP PUR CLP CO M EXP 05/25/17										
SELL	FIRST IN FIRST OUT	100,000	06/18/2015	09/29/2015	72,313.84	330,971.09				(258,657.25)
SELL	FIRST IN FIRST OUT	100,000	06/29/2015	09/30/2015	75,344.25	279,043.57				(203,699.32)
SECURITY TOTAL					147,658.09	610,014.66				(462,356.57)
Description (Box 1a): PFIZER INC COM										
SELL	LAST IN FIRST OUT	20,000	06/17/2015	06/22/2015	694,987.37	680,800.00				4,187.37
SELL	VERSUS PURCHASE	20,000	06/15/2015	06/23/2015	688,787.30	682,000.00				6,787.30
SELL	VERSUS PURCHASE	20,000	06/16/2015	07/13/2015	695,187.18	682,000.00				13,187.18
SECURITY TOTAL					2,068,961.85	2,044,800.00				24,161.85
Short-Term Covered Total					2,371,117.04	2,821,314.66				(450,197.62)

Recipient's Name and Address:

REDHILL FOUNDATION SAMUEL & JEAN
ROTHBERG FAM CHA TR UAD 05/01/87

2015 TAX and
YEAR-END STATEMENT

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments			Realized Gain or (Loss)
							D=Market Discount	O=Option Premium	W=Wash Sale Loss	

Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 3)

Description (Box 1a): ENBRIDGE ENERGY MGMT LLC SHS UNITS REP STG LTD LIABILITY IN										
CUSIP: 29250X103										
CASH IN LIEU	FIRST IN FIRST OUT	317	09/10/2013	02/13/2015	11.87	8.15				3.72
CASH IN LIEU	FIRST IN FIRST OUT	341	09/10/2013	05/15/2015	12.42	8.65				3.77
CASH IN LIEU	FIRST IN FIRST OUT	643	09/10/2013	08/14/2015	18.04	15.98				2.06
CASH IN LIEU	FIRST IN FIRST OUT	-674	09/10/2013	11/13/2015	-16.74	-16.42				0.31
SECURITY TOTAL					59.07	49.20				9.86
Long-Term Covered Total					59.07	49.20				9.86
Covered Total					2,371,176.11	2,821,363.86				(450,187.75)

Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.

Noncovered (Box 5)

Description (Box 1a): BAXTER INTL INC COM										
CUSIP: 071813109										
SELL	FIRST IN FIRST OUT	10,000	07/10/2009	06/17/2015	680,887.46	527,500.00				153,387.46
Description (Box 1a): BRISTOL MYERS SQUIBB CO COM										
CUSIP: 110122108										
SELL	FIRST IN FIRST OUT	10,000	07/10/2009	06/16/2015	659,087.86	193,700.00				465,387.86
Description (Box 1a): CHEVRON CORP NEW COM										
CUSIP: 166764100										
SELL	FIRST IN FIRST OUT	10,000	07/10/2009	11/24/2015	912,883.19	614,000.00				298,883.19

Recipient's Name and Address:

REDHILL FOUNDATION SAMUEL & JEAN
ROTHBERG FAM CHA TR UAD 05/01/87

2015 TAX and
YEAR-END STATEMENT

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments:			Realized Gain or (Loss)
							D=Market Discount	O=Option Premium	W=Wash Sale Loss	
Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.										
Noncovered (Box 5) (Continued)										
Description (Box 1a): HALYARD HEALTH INC COM										
SELL	FIRST IN FIRST OUT	1,250	07/10/2009	03/06/2015	56,873.95	21,570.67				35,303.28
Description (Box 1a): LILLY ELI & CO COM										
SELL	FIRST IN FIRST OUT	20,000	07/10/2009	05/18/2015	1,457,573.15	666,400.00				791,173.15
SELL	FIRST IN FIRST OUT	20,000	07/10/2009	05/20/2015	1,465,973.00	666,400.00				799,573.00
SECURITY TOTAL					2,923,546.15	1,332,800.00				1,590,746.15
Description (Box 1a): PFIZER INC COM										
SELL	FIRST IN FIRST OUT	20,000	07/10/2009	01/07/2015	635,785.92	284,000.00				351,785.92
SELL	FIRST IN FIRST OUT	20,000	07/10/2009	01/08/2015	648,785.63	284,000.00				364,785.63
SELL	FIRST IN FIRST OUT	10,000	07/10/2009	01/09/2015	325,892.78	142,000.00				183,892.78
SELL	FIRST IN FIRST OUT	40,000	07/10/2009	03/23/2015	1,399,574.20	568,000.00				831,574.20
SELL	FIRST IN FIRST OUT	40,000	07/10/2009	03/30/2015	1,397,574.24	568,000.00				829,574.24
SECURITY TOTAL					4,407,612.77	1,846,000.00				2,561,612.77
Description (Box 1a): PROCTER & GAMBLE CO COM										
SELL	FIRST IN FIRST OUT	20,000	07/10/2009	05/15/2015	1,619,770.17	1,044,400.00				575,370.17
Long-Term Noncovered Total					11,260,661.55	5,579,970.67				5,680,690.88
Noncovered Total					11,260,661.55	5,579,970.67				5,680,690.88

REDHILL FOUNDATION-ROTHBERG FAM CHAR TRUST

EIN: 37-1217165

ATTACHMENT: 990-PF, PART II, LINE 10B

FYE DECEMBER 31, 2015

INVESTMENTS -CORPORATE STOCK DESCRIPTION	BEGINNING OF YEAR (A) BOOK VALUE	END OF YEAR	
		B) BOOK VALUE	C) FMV
ABBOTT LABS	1,572,534	1,572,534	3,143,700
ABBVIE INC	1,705,279	1,705,279	4,146,800
BAXALTA INC COM	-	1,630,294	2,341,800
BAXTER INTL INC	2,120,250	2,008,756	2,289,000
BRISTOL MYERS SQUIBB CO	3,036,800	2,843,100	9,630,600
CHEVRON CORP NEW	614,000	-	-
CHIMERA INVT CORP	-	-	-
DISNEY WALT CO	2,241,000	2,241,000	10,508,000
ENBRIDGE ENERGY MGMT	1,025,896	1,025,833	941,321
EXPRESS SCRIPTS HLDG CO	2,259,600	2,259,600	3,496,400
HALYARD	21,571	-	-
JOHNSON & JOHNSON	5,693,000	5,693,000	10,272,000
KIMBERLY CLARK CORP	497,929	497,929	1,273,000
KINDER MORGAN INC. DEL CMN	5,462,552	5,462,552	5,827,096
KINDER MORGAN INC. DEL WT EXP PUR	-	-	-
LILLY EIL & CO	1,332,800	-	-
MEAD JOHNSON NUTRITION CO	3,068,272	3,068,272	7,895,000
PFIZER INC	4,970,000	5,879,800	9,684,000
PHILIP MORRIS INTL INC	1,694,000	1,694,000	3,516,400
PROCTER & GAMBLE CO	1,044,400	-	-
WILLIAMS SONOMA INC	14,670,000	14,670,000	58,059,540
ZIMMER HLDGS INC	784,800	784,800	2,051,800
ZOETIS	4,226,838	4,226,838	9,584,000
TOTAL	58,041,520	57,263,586	144,660,457