



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

The Cecil & Irene Hylton
Foundation, Inc.
5593 Mapledale Plaza
Dale City, VA 22193-4527

A Employer identification number
52-1633658**B** Telephone number (see instructions)
703-590-1111**C** If exemption application is pending, check here ▶ ☐**D 1** Foreign organizations, check here . ▶ ☐**2** Foreign organizations meeting the 85% test, check here and attach computation . ▶ ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here . ▶ ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . ▶ ☐

G Check all that apply: ☐ Initial return ☐ 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, column (c), line 16)
▶ \$ 96,419,412.

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)	3,706,161.			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments . . .	80,955.	80,955.		
4	Dividends and interest from securities	1,300,350.	1,226,360.		
5a	Gross rents	12,175.	12,175.		
b	Net rental income or (loss)	7,091.			
6a	Net gain or (loss) from sale of assets not on line 10 . . .	621,190.			
b	Gross sales price for all assets on line 6a	12,358,466.			
7	Capital gain net income (from Part IV, line 2)		621,190.		
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)				
	See Statement 1	165,872.	165,872.		
12	Total. Add lines 1 through 11	5,886,703.	2,106,552.	0.	
13	Compensation of officers, directors, trustees, etc . . .	321,681.	160,841.		160,840.
14	Other employee salaries and wages	40,769.	20,385.		20,384.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St 2	49,709.			49,709.
b	Accounting fees (attach sch) See St 3	8,695.			8,695.
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 4	61,840.	1,499.		37,326.
19	Depreciation (attach schedule) and depletion	6,119.	6,119.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
	See Statement 5	281,298.	154,598.		126,702.
24	Total operating and administrative expenses. Add lines 13 through 23 . . .	770,111.	343,442.		403,656.
25	Contributions, gifts, grants paid . Part XV	3,841,815.			3,841,815.
26	Total expenses and disbursements. Add lines 24 and 25	4,611,926.	343,442.	0.	4,245,471.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,274,777.			
b	Net investment income (if negative, enter -0-)		1,763,110.		
c	Adjusted net income (if negative, enter -0-)			0.	

SCANNED BY 12/17/2016

REVENUE

ADMINISTRATIVE AND EXPENSES

2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash — non-interest-bearing	76,512.	69,717.	69,717.		
	2	Savings and temporary cash investments	39,577,369.	39,132,554.	39,129,899.		
	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 sch) 3,509,270.					
		Less: allowance for doubtful accounts	3,343,398.	3,509,270.	3,509,270.		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments — U.S. and state government obligations (attach schedule)	19,755,418.	19,545,725.	20,067,166.		
	b	Investments — corporate stock (attach schedule)	12,282,558.	13,168,293.	15,496,736.		
	c	Investments — corporate bonds (attach schedule)	5,157,010.	5,143,465.	5,316,358.		
	LIABILITIES	11	Investments — land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)					
12		Investments — mortgage loans					
13		Investments — other (attach schedule)	241,059.	311,934.	311,934.		
14		Land, buildings, and equipment: basis 12,433,485.					
		Less: accumulated depreciation (attach schedule) See Stmt 6 34,788.	12,401,516.	12,398,697.	12,517,053.		
15		Other assets (describe See Statement 7)	45,497.	1,282.	1,279.		
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	92,880,337.	93,280,937.	96,419,412.		
17		Accounts payable and accrued expenses	874,570.	393.			
18		Grants payable					
NET ASSETS OR FUND BALANCES	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)	874,570.	393.			
		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. X					
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	92,005,767.	93,280,544.				
30	Total net assets or fund balances (see instructions)	92,005,767.	93,280,544.				
31	Total liabilities and net assets/fund balances (see instructions)	92,880,337.	93,280,937.				

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	92,005,767.
2	Enter amount from Part I, line 27a	2	1,274,777.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	93,280,544.
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	93,280,544.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a See Statement 8				
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).		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2 621,190.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		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	4,199,988.	81,054,057.	0.051817
2013	4,228,721.	79,364,032.	0.053283
2012	4,917,644.	80,045,563.	0.061436
2011	4,713,233.	82,622,662.	0.057045
2010	4,155,773.	69,659,221.	0.059659
2 Total of line 1, column (d)			2 0.283240
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 0.056648
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 95,888,463.
5 Multiply line 4 by line 3			5 5,431,890.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 17,631.
7 Add lines 5 and 6			7 5,449,521.
8 Enter qualifying distributions from Part XII, line 4			8 4,245,471.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b...		1	35,262.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	35,262.
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	35,262.
6 Credits/Payments:			
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a	72,216.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	72,216.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	36,954.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax 36,954. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)? <i>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.</i>		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. \$ 0. (2) On foundation managers.. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, col. (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ... <u>N/A</u>	13	X	
14	The books are in care of <u>Kendall B. Lewis</u> Telephone no. <u>703-590-1111</u> Located at <u>5593 Mapledale Plaza Dale City VA</u> ZIP + 4 <u>22193-4527</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

	Yes	No
1 a 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/>	1 b	N/A
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? <input type="checkbox"/>	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) <input type="checkbox"/>	2 b	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. <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/>	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4 a	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? <input type="checkbox"/>	4 b	X

BAA

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? ☐ Yes ☐ No

N/A

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

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

6b 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? ☐ Yes ☒ No

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
Conrad C. Hylton 5593 Mapledale Plaza Dale City, VA 22193	President 1.00	40,000.	0.	0.
Cecilia M. Hylton 5593 Mapledale Plaza Dale City, VA 22193	Director 1.00	40,000.	0.	0.
C. D. HYLTON, III 5593 MAPLEDALE PLAZA DALE CITY, VA 22193	Director 1.00	40,000.	0.	0.
Kendall B. Lewis 5593 MAPLEDALE PLAZA DALE CITY, VA 22193	Treasurer 45.00	185,385.	16,296.	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 ☐ 0

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	45,160,875.
b Average of monthly cash balances	1b	36,041,814.
c Fair market value of all other assets (see instructions)	1c	16,146,004.
d Total (add lines 1a, b, and c)	1d	97,348,693.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	97,348,693.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,460,230.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	95,888,463.
6 Minimum investment return. Enter 5% of line 5	6	4,794,423.

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	4,794,423.
2a Tax on investment income for 2015 from Part VI, line 5	2a	35,262.
b Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	35,262.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,759,161.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	4,759,161.
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	4,759,161.

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	4,245,471.
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	4,245,471.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,245,471.

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				4,759,161.
2 Undistributed income, if any, as of the end of 2015.				
a Enter amount for 2014 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	704,468.			
b From 2011	608,820.			
c From 2012	945,897.			
d From 2013	316,928.			
e From 2014	170,685.			
f Total of lines 3a through e	2,746,798.			
4 Qualifying distributions for 2015 from Part XII, line 4. ▶ \$ 4,245,471.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2015 distributable amount				4,245,471.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	513,690.			513,690.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	2,233,108.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	190,778.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	2,042,330.			
10 Analysis of line 9:				
a Excess from 2011	608,820.			
b Excess from 2012	945,897.			
c Excess from 2013	316,928.			
d Excess from 2014	170,685.			
e Excess from 2015				

N/A

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

- b** 85% of line 2a

- 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.)
----------------	--

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

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

See Statement 9

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

See Statement for Line 2a

- c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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 Statement 10				
Total			3 a	3,841,815.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	80,955.	
4	Dividends and interest from securities			14	1,300,350.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			16	7,091.	
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	621,190.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	INTEREST FROM A NOTE			14	165,872.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				2,175,458.	
13	Total. Add line 12, columns (b), (d), and (e)				13	2,175,458.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

... ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

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

Donald C. Hyatt
Signature of officer or trustee

Date 5/2/2014

Title President

May the IRS discuss this return with the preparer shown below (see instructions)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature <i>Kendall B. Lewis</i>	Date <i>6/2/16</i>	Check <input type="checkbox"/> if self-employed	PTIN
	Kendall B. Lewis		Kendall B. Lewis			P01599292
	Firm's name ▶	KEN LEWIS			Firm's EIN ▶	27-4561034
	Firm's address ▶	9917 UPPER MILL LOOP BRISTOW, VA 20136-2421			Phone no	703-973-2309

BAA

Form 990-PF (2015)

2015

Federal Statements

Page 1

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

6/02/16

10:51AM

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
INTEREST FROM A NOTE	\$ 165,872.	\$ 165,872.	
Total	<u>\$ 165,872.</u>	<u>\$ 165,872.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Arnold Porter.	\$ 49,605.			\$ 49,605.
COMPTON & DULING	104.			104.
Total	<u>\$ 49,709.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 49,709.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CLIFTONLARSONALLEN	\$ 8,695.			\$ 8,695.
Total	<u>\$ 8,695.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 8,695.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	\$ 79,502.			
PAYROLL TAXES - STAFF	3,273.	\$ 1,637.		\$ 1,636.
Real Estate on Land	2,794.			2,794.
Real Estate on Land - AminWartime	33,033.			33,033.
REFUND FED EXCISE TAX	-56,487.			
REFUND ON PR TAXES	-275.	-138.		-137.
Total	<u>\$ 61,840.</u>	<u>\$ 1,499.</u>	<u>\$ 0.</u>	<u>\$ 37,326.</u>

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

6/02/16

10:51AM

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative	\$ 8,248.			\$ 8,248.
ADP PAYROLL PROCESSING FEE	1,799.	\$ 900.		899.
CR Expenses	100,122.			100,122.
Insurance	17,432.			17,432.
Managed Funds fees	149,956.	149,956.		
Rental Expenses	3,742.	3,742.		
Rounding to equal books	-1.			1.
Total	\$ 281,298.	\$ 154,598.	\$ 0.	\$ 126,702.

Statement 6
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 2,590.	\$ 555.	\$ 2,035.	\$ 0.
Machinery and Equipment	22,036.	11,018.	11,018.	13,053.
Buildings	109,004.	23,160.	85,844.	200,000.
Improvements	3,300.	55.	3,245.	0.
Land	12,296,555.		12,296,555.	12,304,000.
Total	\$ 12,433,485.	\$ 34,788.	\$ 12,398,697.	\$ 12,517,053.

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
EXCHANGE	\$ 1,279.	\$ 1,279.
Rounding	3.	
Total	\$ 1,282.	\$ 1,279.

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	PNC - SHORT TERM - 19512	Purchased	Various	Various
2	PNC LONG TERM - 19512	Purchased	Various	Various
3	PNC - SHORT TERM - 31976	Purchased	Various	Various
4	PNC LONG TEM - 31976	Purchased	Various	Various
5	EDWARD JONES	Purchased	Various	Various
6	FIDELITY INVESTMENTS	Purchased	Various	Various

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

6/02/16

10:51AM

Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
7	FIDELITY INVESTMENTS	Purchased	Various	Various
8	UBS - A/C 3058	Purchased	Various	Various
9	UBS LONG TERM AC 3058	Purchased	Various	Various
10	UBS - A/C 3059 SHORT TERM	Purchased	Various	Various
11	UBS LONG TERM AC 3059	Purchased	Various	Various
12	UBS - A/C 3061 SHORT TERM	Purchased	Various	Various
13	UBS LONG TERM AC 3061	Purchased	Various	Various
14	UBS SHORT TERM AC 3062	Purchased	Various	Various
15	UBS LONG TERM AC 3062	Purchased	Various	Various
16	UBS SHORT TERM AC 3063	Purchased	Various	Various
17	UBS LONG TERM AC 3063	Purchased	Various	Various
18	UBS SHORT TERM AC 3100	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	772,269.		792,657.	-20,388.				\$ -20,388.
2	2152332.		1861187.	291,145.				291,145.
3	1166253.		1185199.	-18,946.				-18,946.
4	1762362.		1490116.	272,246.				272,246.
5	790,000.		790,998.	-998.				-998.
6	503,889.		524,403.	-20,514.				-20,514.
7	1022196.		1187602.	-165,406.				-165,406.
8	145,000.		145,000.	0.				0.
9	896,000.		897,068.	-1,068.				-1,068.
10	1077524.		1086154.	-8,630.				-8,630.
11	572,498.		391,582.	180,916.				180,916.
12	96,625.		97,473.	-848.				-848.
13	84,932.		72,848.	12,084.				12,084.
14	62,411.		65,527.	-3,116.				-3,116.
15	104,676.		90,663.	14,013.				14,013.
16	487,340.		511,442.	-24,102.				-24,102.
17	492,325.		381,385.	110,940.				110,940.
18	169,834.		165,972.	3,862.				3,862.
Total								\$ 621,190.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name: KENDALL B. LEWIS, TREASURER

Care Of:

Street Address: 5593 Mapledale

City, State, Zip Code: Dale City, Va 22193

Telephone:

E-Mail Address:

Form and Content:

Submission Deadlines:

Restrictions on Awards: The following guidelines were adopted by the Board of Directors for issuance of Grants, awards, and contributions.

Only charitable organizations that are qualified under IRS

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

6/02/16

10:51AM

Statement 9 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

501 (C) (3) will be considered and such organizations must submit a copy of their IRS exemption certificate with their proposal request. Primary consideration will be given to organizations involved in general public support particularly in Prince William County with Northern Virginia as a regional area: to land conservation and ecological support without limitation to geographical area: and to religious support of organizations particularly in Prince William County with metropolitan Washington as the regional area.

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
CECIL D. HYLTON MEMORIAL CHAPEL FDN. 14640 POTOMAC MILLS ROAD WOODBIDGE VA 22192		POF	Operational grants for the upkeep of facility so that it can provide a center for religious activities.	\$ 545,963.
ACTS 3900 ACTS LN DUMFRIES VA 22026	DONEE		ANNUAL GRANT TO PROVIDE FOOD AND SHELTER FOR NEEDY FAMILIES IN CRISIS. NOT FOR PROFIT CHARITY - 501(C) (3) .	15,000.
SALVATION ARMY P.W.C. CORPS PWC GIFT PROCESSING CNTR DEPT 6006 WASHINGTON DC 20042	DONEE		ANNUAL GRANT - TO HELP NEEDY FAMILIES IN PRINCE WILLIAM COUNTY - FOOD AND SHELTER. NOT FOR PROFIT CHARITY 501(c) (3) .	15,000.

2015

Federal Statements

Page 5

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

6/02/16

10:51AM

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
NORTHERN VA. FAMILY SERVICES 10056 DEAN DRIVE MANASSAS VA 20110	DONEE		ANNUAL GRANT TO PROVIDE ASSISTANCE TO NEEDY FAMILIES IN THE PRINCE WILLIAM COMMUNITY. FOOD AND SHELTER. NOT FOR PROFIT CHARITY - 501(c)(3).	\$ 25,726.
C. D. HYLTON SENIOR HIGH SCHOOL 14051 SPRIGGS ROAD WOODBIDGE VA 22193	DONEE		TO ASSIST IN CONTRIBUTING FUNDS FOR EDUCATION & CAPITAL IMPROVEMENTS FOR THIS PUBLIC PRINCE WILLIAM COUNTY SCHOOL.	135,800.
PRINCE WILLIAM COUNTY EDUCATION FDN P.O. BOX 389 MANASSAS VA 20108	DONEE		TO ASSIST PRINCE WILLIAM COUNTY FOR EDUCATION NEEDS.	28,550.
THE HOUSE INC 14001 CROWN COURT WOODBIDGE VA 22193	DONEE		GRANT FOR SPONSORSHIP OF TALBE AT THE CINDERELLA BALL - TO RAISE MONEY FOR THE NEEDY. NOT FOR PROFIT 501(c)(3)	103,200.
ARC GREATER PRINCE WILLIAM COUNTY 13505 HILLENDALE DRIVE WOODBIDGE VA 22193	DONEE		GRANT TO PROVIDE FOR SERVICES IN HELPING INDIVIDUALS WITH DISABILITIES. A NON PROFIT CHARITY -501(c)(3)	575,000.

2015

Federal Statements

Page 6

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

6/02/16

10:51AM

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
PWC YOUTH SALUTE COUNCIL 13743 CORONADO COURT MANASSAS VA 20112	DONEE		CONTRIBUTION TO ASSIST YOUTH IN BEING COMMUNITY LEADERS. NOT FOR PROFIT 501(c) (3) .	\$ 2,000.
COLORADO STATE UNIVERSITY 2002 CAMPUS DELIVERY FORT COLLINS CO 80523		POF	MEDICAL RESEARCH FOR HORSES.	83,309.
PROJECT HEALING WATERS FLY FISHING, INC P.O. BOX LAPLATA MD 20646		POF	TO SUPPORT MILITARY VETS IN RECREATIONAL HEALING.	19,000.
PRINCE WILLIAM COUNTY POLICE ASSOCIATION 14288 INDEPENDENT HILL DR. MANASSAS VA 20112		POF	PROMOTE POLICE FAMILIES SOLIDARITY AND SUPPORT.	2,000.
PRINCE WILLIAM COUNTY STUDENT SERVICES 14715 BRISTOW ROAD MANASSAS VA 20112		POF	education and leadership skills for County's students.	55,170.
DALE CITY SPORTSCLUB P.O. BOX 6815 WOODBRIIDGE VA 22195		POF	A GRANT FOR BUYING SPORT'S EQUIPMENT FOR PRINCE WILLIAM COUNTY YOUTH. ALSO TO REPAIR AND MAINTAIN FIELDS.	22,065.
BOYS SCOUTS OF AMERICA 9190 ROCKVILLE PIKE BETHESDA MD 20814		POF	CAPITAL IMPROVEMENTS GRANT & LAND CONSERVATION CAMP ENDOWMENT GRANT	2,214,032.

Total \$ 3,841,815.

2015

Federal Worksheets

Page 1

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

6/02/16

10:51AM

Rental Income Worksheet
Form 990-PF

Rental Home at 5421 Quest Ct. Woodbridge

Gross Rental Income. \$ 12,175.

Expenses

Association Dues 927.

Depreciation 1,342.

Repairs. 152.

Taxes 2,663.

Total Expenses \$ 5,084.

Net Rental Income or Loss \$ 7,091.

12/31/15

2015 Federal Book Depreciation Schedule

Page 1

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

6/02/16

10 51AM

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct	Cur 179 Bonus	Special Depr. Allow	Prior 179/ Bonus/ Sp. Depr.	Prior Dec. Bal. Depr.	Salvage /Basis Reductn	Depr. Basis	Prior Depr.	Method	Life	Rate	Current Depr.
Form 990/990-PF																
Furniture and Fixtures																
2	FIREPROOF FILING CABINETS	2/03/14		2,590							2,590	185	S/L	HY	7 .14290	370
Total Furniture and Fixtures																
				2,590		0	0	0	0	0	2,590	185				370
Machinery and Equipment																
1	Computer and software	2/01/13		22,036							22,036	6,611	S/L	HY	5 .20000	4,407
Total Machinery and Equipment																
				22,036		0	0	0	0	0	22,036	6,611				4,407
Total Depreciation																
				24,626		0	0	0	0	0	24,626	6,796				4,777
Grand Total Depreciation																
				24,626		0	0	0	0	0	24,626	6,796				4,777

The Cecil & Irene Hylton Foundation
5593 Mapledale Plaza
Dale City, Va. 22193-4527
EID # 52-1633658

Statement 15A - 2015 TAX RETURN

<u>NAME AND ADDRESS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CECIL D. HYLTON MEMORIAL CHAPEL FDN. 14640 POTOMAC MILLS ROAD WOODBIDGE, VA. 22192	Operational grants for the upkeep of facility so that it can provide a center for religious activities.	\$545,964
COLORADO STATE UNIVERSITY 2002 CAMPUS DELIVERY FORT COLLINS, CO. 80523	MEDICAL RESEARCH - HORSES	\$83,309
GREATER PRINCE WILLIAM AREA COM CENTER 4379 RIDGEWOOD CENTER DRIVE WOODBIDGE, VA 22192	GRANT FOR THE DEVELOPMENT OF HEALTH CENTER IN PRINCE WILLIAM COUNTY	\$575,000
PRINCE WILLIAM COUNTY POLICE ASSOCIATION 14288 INDEPENDENT HILL DR. MANASSAS, VA. 20112	PROMOTE POLICE FAMILIES SOLDARITY.	\$2,000
PWC YOUTH SALUTE COUNCIL 13743 CORONADO COURT MANASSAS, VA. 20112	CONTRIBUTION TO ASSIST YOUTH IN BEING COMMUNITY LEADERS	\$2,000
C.D. HYLTON HIGH SCHOOL 14051 SPRIGGS ROAD WOODBIDGE, VA 22193	GRANT TO PAY FOR TECHNICAL IMPROVEMENTS, EDUCATION OF I.T. STUDENT DEPARTMENT, BY PURCHASING COMPUTERS & TO IMPROVE HIGH SCHOOL FOOTBALL FIELD	\$135,800
PWC BOYS AND GIRLS CLUB 5070 DALE BLVD. WOODBIDGE, VA 22192	GRANT TO HELP BOYS AND GIRLS IN THE PRINCE WILLIAM COUNTY	
PRINCE WILLIAM COUNTY STUDENT SERVICES 14715 BRISTOW ROAD MANASSAS, VA 20112	EDUCATION AND LEADERSHIP FOR COUNTY STUDENTS	\$55,170
PRINCE WILLIAM COUNTY EDUCATION FDN P.O. BOX 389 MANASSAS, VA 20108	GRANT TO ASSIST PRINCE WILLIAM COUNTY FOR EDUCATIONAL NEEDS	\$28,550
PROJECT HEALING WATERS FLY FISHING, INC P.O. BOX 695 LAPLATA, MD 20646	TO SUPPORT MILITARY VETS IN FLY FISHING THERAPY	\$19,000
THE HOUSE 14001 CROWN COURT WOODBIDGE, VA 22193	GRANT TO SPONSOR EVENT AT THE CINDERELLA BALL, A CHARITY EVENT.	\$103,200
NORTHERN VA FAMILY SERVICES 10056 DEAN DRIVE MANASSAS, VA 20110	ANNUAL GRANT TO HELP PRINCE WILLIAM COUNTY CITIZENS WITH FOOD AND SHELTER	\$25,726
SALVATION ARMY P.W.C. CORPS DONEE PWC GIFT PROCESSING CNTR DEPT 6006 WASHINGTON, DC 20042	ANNUAL GRANT TO HELP NEEDY FAMILIES IN PRINCE WILLIAM COUNTY FOR FOOD AND SHELTER	\$15,000
ACTS 3900 ACTS LANE DUMFRIES, VA 22026	ANNAUL GRANT TO PROVIDE FOOD AND SHELTER FOR NEEDY FAMILIES IN CRISIS.	\$15,000
DALE CITY SPORTSCLUB P.O. BOX 6815 WOODBIDGE, VA 22195	GRANT FOR SPORTS EQUIPMENT	\$22,065
BOYS SCOUTS OF AMERICA 9190 ROCKVILLE PIKE BETHESDA, MD 20814	GRANT FOR CAPITAL IMPROVEMENT AND LAND CONSERVATION ENDOWMENT	\$2,214,032
TOTAL		<u>\$3,841,815</u>

			QUANTITY	COST	FMV
U.S. OBLIGATIONS					
Fedl Natl Mtg ASSN Pool 988727 5 % 10/01/23	Fidelity		22,175.02	24,145.40	23,172.90
FedlNatl Mtg ASSN Pool # 485627 6.75900% 11/01/28	Fidelity		69,075.96	72,198.69	70,198.44
GNMA PASS-THRU M SINGLE FAMILY 5.00% 03/20/2035 - 3690	Fidelity		41,854.44	45,423.76	46,229.48
GNMA Pool #432621 6 35% 2/15/27	Fidelity		22,275.87	22,976.62	25,307.39
GNMA pool #604235 4/15/18 5%	Fidelity		10,671.94	11,132.59	11,078.75
GNMA pool #621230 5% 4/15/2022	Fidelity		6,002.46	6,064.95	6,328.81
GNMA pool II #3830 5 5% 3/20/36	Fidelity		21,807.74	23,000.16	24,305.38
Govt Natl Mtg Assn II pool # 4215 5 5% 08/20/38	Fidelity		2,980.79	3,175.81	3,163.36
Govt Natl Mtg Assn II POOL 751958 5 5% 06/20/36	Fidelity		131,137.98	142,096.72	145,235.31
GOVT Natl Mtg ASSN pool #782674 4% 06/15/24	Fidelity		21,236.92	22,409.93	22,580.79
GOVT NATL MTG ASSN POOL 4323 5% 01/20/24	Fidelity		45,057.08	48,892.50	48,555.76
GOVT NATL MTG ASSN POOL 640216 4.5% 03/15/20	Fidelity		2,535.23	2,703.10	2,646.55
Govt Natl Mtg ASSN Pool 672701 4% 05/15/23	Fidelity		28,404.26	30,540.62	29,979.56
SMALL BUS ADMIN GTD DEV PTC 4 84000% 05/01/2025	Fidelity		44,073.87	46,117.27	46,900.77
SMALL BUS ADMIN POOL # 508924 3 075% 10/25/35	Fidelity		26,988.92	29,682.04	29,166.93
FHLMC Pool #611236 7/1/2031 2 33600%	Fidelity		15,807.42	15,954.87	16,193.60
FHLMC Ser 2447 CL LB 5 5% 5/15/17	Fidelity		204.96	200.27	208.26
FHLMC Ser 2513 CL DB 5% 10/15/2017	Fidelity		1,760.03	1,738.73	1,799.49
FHLMC Ser 2594 CL QP 4 50z% 04/15/18	Fidelity		3,905.63	4,043.30	3,997.76
FEDL HOME LN MTG CRP SER 2520 5.5% 11/15/22	Fidelity		20,000.00	21,936.35	21,587.40
FNMA remic series1993-179 CL SN 10/25/23 24 853%	Fidelity		6,982.34	6,913.02	11,235.00
FHLMC Ser 2005-5 CL CB5 1/15/2024 6.50% ser 1650	Fidelity		7,162.90	7,399.28	7,929.55
FNMA ser 1997-79 CL PL 12/18/27 6 850%	Fidelity		3,875.63	4,129.59	4,440.00
GNMA SER 2003-042 CL A 4.000% 01/16/2030	Fidelity		68,546.56	69,650.22	71,662.69
GNMA SER 2003-103 CL A 4 0000% 09/16/2030	Fidelity		29,485.21	30,078.19	30,459.70
FNMA SER 2001-069 CL PQ 6 31392A4Q8 12/25/31 6 00%	Fidelity		5,350.06	5,845.05	6,020.48
GNMA ser 2003-12 CL OC 4.0% 02/20/32	Fidelity		3,536.58	3,623.40	3,535.77
GNMA ser 2003-12 CL OD 4 25% 02/20/32	Fidelity		173.52	172.68	173.55
GOVT NATL MTG ASSN SER 2002-072 4 5% 10/20/32	Fidelity		22,103.90	23,354.45	23,709.97
GNMA ser 2002-92 CL PB 12/20/32 5.50%	Fidelity		12,392.02	12,282.92	13,704.83
FHLMC SER 2594 CL JB 4 0000% 03/15/2033	Fidelity		5,159.33	5,070.61	5,448.36
GNMA Ser 2003-42 CL XA 3.75% 5/16/2033	Fidelity		19,871.28	19,154.92	20,908.36
GNMA Ser 2003-41 CL BX 4 5% 5/20/33	Fidelity		8,352.72	7,439.49	9,007.24
FNMA Ser 2003-42 CA 4% 5/25/2033	Fidelity		6,463.86	5,980.94	6,723.45
FNMA Ser 2003-116 CL K 4% 9/25/2033	Fidelity		6,527.40	5,953.36	6,757.88
FNMA Ser 2003-84 CL CG 09/25/33 4 25%	Fidelity		2,517.20	2,356.23	2,661.36
GNMA Ser 2003-92 CL MA 4 % 10/16/2033	Fidelity		118,720.36	123,391.98	124,814.28
GNMA SER 2003-110 CL A 4 000% 10/20/2033	Fidelity		28,008.09	28,433.81	29,375.73
FHLMC Ser 2762 CL XC 4% 12/15/33	Fidelity		8,404.38	7,828.28	8,735.93
GNMA Ser 2004-76 CL QA 4% 1/20/34	Fidelity		12,155.78	11,782.54	12,514.74
FHLMC Ser 2885 CL LC 4 5% 04/15/34	Fidelity		3,770.87	3,714.93	3,886.07
GNMA Ser 2004-105 CLPC 5 00% 9/16/2034	Fidelity		16,626.95	16,619.82	17,467.44
GNMA Ser 2005-41 CL PA 4% 5/20/2035	Fidelity		4,435.07	4,021.15	4,783.62
GOVT NATL MTG ASSN SER 2009-025 4 5% 07/20/35	Fidelity		16,740.56	17,730.56	18,040.46
GNMA REMIC TRUST 2012-32 3 5% 07/20/2036	Fidelity		50,742.89	52,429.39	52,495.04
Govt Natl Mtg ASSN 2009-113 CL UI 5.5% 04/16/38	Fidelity		22,156.53	0.00	340.99
Govt Natl Mtg ASSN Ser 2009-065 5% 05/20/38	Fidelity		13,655.52	14,736.39	13,937.23
GNMA REMIC TRUST 2008-60 5.50% 06/20/2038	Fidelity		80,000.00	93,520.00	89,174.40
GNMA REMIC TRUST 2011-125 4 50% 09/20/2038	Fidelity		135,330.65	143,460.35	140,098.35
GNMA REMIC TRUST 2010-115 3.50% 11/20/2038	Fidelity		53,861.63	54,915.72	55,721.47
Govt Natl Mtg ASSN Ser 2009-032 4% 05/16/39	Fidelity		14,478.63	15,334.96	15,195.76
GOVT NATL MTG ASSN SER 2009-045 CL DA 4.5% 06/20/39	Fidelity		38,802.66	41,426.00	41,061.36
GOVT NATL MTG ASSN SER 2010-015 4% 10/20/39	Fidelity		49,322.80	51,685.17	51,923.59
GOVT NAT MTG ASSN SER2009-102CL EB 4 0000% 11/16/2039	Fidelity		95,000.00	93,100.00	100,024.55
FHLMC REIMIC SERIES 3828 4 00% 03/15/2041	Fidelity		166,466.34	171,888.34	175,738.52
FHLMC PC GOLD CASH 5 00% 11/01/2018	Fidelity		46,231.91	49,003.13	48,579.63
FNMA PASS THRU INT 15 YEAR 4.50% 07/01/20	Fidelity		62,045.17	65,586.35	64,575.45
FHLMC PC GOLD COMB 15 5 00% 03/01/21	Fidelity		64,599.39	69,520.64	69,252.48
FHLMC PC GOLD COMB 15 5 00%, 09/01/21	Fidelity		34,281.16	36,866.37	36,750.43
FHLMC PC GUAR ADJ 30 YR FLOATER 3 036% 05/01/2035	Fidelity		52,938.13	55,598.47	56,543.75
GNMA PASS THRU M ADJ 3 00% 05/20/2041	Fidelity		130,959.36	136,538.51	136,590.61
FHLMC REMIC SERIES 3033 4 50% 09/15/2020	Fidelity		91,919.39	96,987.66	95,294.67
GNMA REMIC TRUST 2002-11 .465% 02/20/2032	Fidelity		97,152.88	96,448.09	97,372.45
GNMA REMIC TRUST 2010-145	Fidelity		140,303.97	144,946.33	142,540.42
GNMA REMIC TRUST 2010-91	Fidelity		6,299.59	6,476.05	6,325.17
GNMA REMIC TRUST 2009-117	Fidelity		24,281.56	25,075.71	24,522.43
GNMA REMIC TRUST 2010-39	Fidelity		52,657.76	56,320.25	54,599.25
FHLMC REMIC SERIES 3870	Fidelity		22,555.09	23,238.32	22,972.36
GNMA REMIC TRUST 2010-129	Fidelity		123,897.60	127,669.65	126,811.67
GNMA REMIC TRUST 2011-50	Fidelity		90,651.05	92,638.71	91,897.50
GNMA REMIC TRUST	Fidelity		131,735.28	136,193.70	135,101.12
FEDERAL HOME LOAN BANKS	EDWARD JONES		1,000,000.00	1,003,120.95	1,033,850.00
FEDERAL HOME LOAN BANKS	EDWARD JONES		380,000.00	379,775.11	\$379,791.00
FEDERAL HOME LOAN BANKS	EDWARD JONES		655,000.00	660,492.60	\$654,574.25
FEDERAL FARM CREDIT BANKS	EDWARD JONES		135,000.00	137,820.24	\$138,553.20
FEDERAL HOME LOAN BANKS	EDWARD JONES		135,000.00	134,396.10	\$137,586.60
FEDERAL HOME LOAN BANKS	EDWARD JONES		400,000.00	371,909.36	\$395,188.00
FEDERAL HOME LOAN BANKS	EDWARD JONES		395,000.00	373,739.65	\$393,048.70
FEDERAL FARM CREDIT BANKS	EDWARD JONES		135,000.00	131,033.50	\$138,418.20
FEDERAL FARM CREDIT BANKS	EDWARD JONES		400,000.00	366,930.77	\$396,416.00
FEDERAL FARM CREDIT BANKS	EDWARD JONES		150,000.00	130,577.40	\$143,790.00
GNMA PL 781817X	UBS AC 3058		250,000	16,118.32	16,418.34
GNMA PL 621230X	UBS AC 3058		150,000	15,499.20	15,820.82
GNMA PL 003980M	UBS AC 3058		150,000	17,886.50	18,581.06
GNMA PL 003027M	UBS AC 3058		100,484	570.35	677.55
GNMA PL 003040M	UBS AC 3058		100,000	576.46	668.56
FNMA PL A15011	UBS AC 3058		175,000	55,088.38	55,783.80
US TSY INFL PROT NOTE	UBS AC 3058		122,000	145,475.96	142,840.88
USA TREASURY NOTES	PNC	21-10-576-0619512	90,000,000	91,016.02	\$90,938.70
USA TREASURY NOTES	PNC	21-10-576-0631976	85,000,000	85,959.57	\$85,886.55
USA TREASURY NOTES	PNC	21-10-576-0631976	100,000,000	97,437.50	\$106,391.00
USA TREASURY NOTES	PNC	21-10-880-0619512	135,000,000		
USA TREASURY NOTES	PNC	21-10-576-0631976	285,000,000		\$0.00
USA TREASURY NOTES	PNC	21-10-576-0619512	155,000,000	146,564.80	\$161,508.45
USA TREASURY NOTES	PNC	21-10-576-0631976	100,000,000	92,539.07	\$104,199.00
USA TREASURY NOTES	PNC	21-10-576-0619512	45,000,000	47,355.47	\$45,158.40
USA TREASURY NOTES	PNC	21-10-576-0631976	10,000,000	10,441.41	\$10,035.20
USA TREASURY NOTES	PNC	21-10-576-0619512	320,000,000	346,566.22	\$325,260.80
USA TREASURY NOTES	PNC	21-10-576-0631976	195,000,000	209,169.55	\$198,205.80
USA TREASURY NOTES	PNC	21-10-576-0631976			
USA TREASURY NOTES	PNC	21-10-576-0619512	150,000,000	150,333.99	\$150,234.00
USA TREASURY NOTES	PNC	21-10-576-0631976	150,000,000	150,333.99	\$150,234.00
USA TREASURY NOTES	PNC	21-10-576-0619512	325,000,000	348,937.50	\$350,541.75
USA TREASURY NOTES	PNC	21-10-576-0631976	275,000,000	300,324.22	\$296,612.25
USA TREASURY NOTES	PNC	21-10-576-0631976	75,000,000	82,708.00	\$77,909.25
USA TREASURY NOTES	PNC	21-10-576-0619512	245,000,000	265,942.77	\$254,503.55
USA TREASURY NOTES	PNC	21-10-576-0619512	260,000,000	261,757.03	\$260,813.80
USA TREASURY NOTES	PNC	21-10-576-0631976	295,000,000	296,993.55	\$295,923.35

2015
ESTMENTS- U S. AND STATE GOVT OBLIGATIONS
CECIL & IRENE HYLTON FOUNDATION
LINE 10 a

			QUANTITY	COST	FMV
USA TREASURY NOTES	PNC	21-10-576-0619512	425,000.000	462,287.10	\$451,996.00
USA TREASURY NOTES	PNC	21-10-576-0631976	490,000.000	532,476.95	\$521,124.80
USA TREASURY NOTES	PNC	21-10-576-0619512			
USA TREASURY NOTES	PNC	21-10-576-0619512	220,000.000	222,992.76	\$221,460.80
USA TREASURY NOTES	PNC	21-10-576-0631976	140,000.000	141,983.59	\$140,929.60
USA TREASURY NOTES	PNC	21-10-576-0619512	130,000.000	131,340.63	\$130,258.70
USA TREASURY NOTES	PNC	21-10-576-0631976	220,000.000	223,124.22	\$220,437.80
USA TREASURY NOTES	PNC	21-10-576-0619512	235,000.000	218,446.67	\$228,894.70
USA TREASURY NOTES	PNC	21-10-576-0631976	260,000.000	241,655.68	\$253,245.20
USA TREASURY NOTES	PNC	21-10-576-0619512	770,000.000	791,735.55	\$790,004.60
USA TREASURY NOTES	PNC	21-10-576-0631976	680,000.000	699,167.57	\$697,666.40
FEDERAL NATL MTG ASSN	PNC	21-10-576-0619512	105,000.000	104,994.75	\$104,566.35
FEDERAL NATL MTG ASSN	PNC	21-10-576-0631976	95,000.000	94,995.25	\$94,607.65
FEDERAL NATL MTG ASSN	PNC	21-10-576-0619512	170,000.000	167,859.70	\$168,884.80
FEDERAL NATL MTG ASSN	PNC	21-10-576-0631976	125,000.000	123,426.25	\$124,180.00
FEDERAL NATL MTG ASSN	PNC	21-10-576-0631976			
FEDERAL NATL MTG ASSN	PNC	21-10-576-0631976			
FEDERAL NATL MTG ASSN	PNC	21-10-576-0619512			
GOVERNMENT NATL MTG ASSN	PNC	21-10-576-0631976	470.736	487.85	\$542.87
FEDERAL HOME LOAN BANK	PNC	21-10-880-0631976			\$0.00
FEDERAL NATL MTG ASSN	PNC	21-10-880-0631976			

TOTAL UNITED STATES OBLIGATIONS	\$14,031,331.39	\$14,143,236.88
--	------------------------	------------------------

VIRGINIA STATE OBLIGATIONS

Alaska Mun BD 5.759% 08/01/25	Fidelity	250,000 00	251,365 32	280,240 00
Arlington Cnty Va Ind dev auth rev 06 000% 12/15/2029	Fidelity	100,000 00	100,005 61	103,357 00
Aspen Colorado 5 960% 09/01/2037	Fidelity	40,000 00	40,433 32	40,946 00
BLACKSBURG VA GO CAP IMP BLDG SER 2009B 05 7000% 03/01/2028	Fidelity	200,000 00	200,007 94	213,262 00
Bristol Va 5.653% 07/15/03	Fidelity	215,000 00	223,720 41	237,403 80
Buncombe Cnty 6 8% 06/01/30	Fidelity	500,000 00	504,084 06	570,975 00
Dorchester Cnty Md 5.625% 02/01/27	Fidelity	50,000 00	53,043 82	55,285 00
Harrisburg Va IDA Rock hosp 5% 8/15/2002	Fidelity	275,000 00	257,871 72	282,933 75
Middletown Ohio 5.75% 12/01/25	Fidelity	250,000 00	251,415.02	271,242 50
OREGON SCH BRD\$ ASSN	Fidelity	25,000 00	25,647.22	29,036.50
PIEDMONT MUN PWR AGY S C ELEC 4 25% 01/01/2023	Fidelity	100,000 00	103,690 65	104,145 00
Portsmouth Va bldg serv 6 4% 07/15/25	Fidelity	150,000 00	165,674.09	169,072 50
VA COLLEGE BLDG AUTH 5.5% 02/01/27	Fidelity	300,000 00	316,800 85	331,434 00
VA ST HSG DEV 6.07% 08/01/18	Fidelity	100,000 00	105,668.10	109,317.00
VA ST HSG DEV 6.62% 02/01/21	Fidelity	100,000 00	105,709.74	109,661 00
Va St Pub 4 8% 08/01/24	Fidelity	325,000 00	322,742 24	366,752 75
Va St Res Auth 6.19% 11/01/30	Fidelity	250,000 00	251,967 81	282,865 00
Va. State Pub Bldg Fac Bd 5 15% 8/1/2025	Fidelity	300,000 00	298,321 65	331,635 00
Va State Pub Bldg Fac Bd 5.25% 8/1/2022	Fidelity	150,000 00	153,571.95	166,293 00
Va St Res auth. Clean Wtr 4 75% 10/1/2023	Fidelity	200,000 00	200,012 20	213,842 00
VIRGINIA BEACH VA DEV 6 40% 07/15/27	Fidelity	100,000 00	105,852.92	105,907.00
Virginia commith 00 0000% 04/01/27 REV CONTRACT	Fidelity	55,000 00	31,571 24	40,645 00
VIRGINIA COMWLTH TRANSP BND TRANSN 05 75000% 05/15/2028	Fidelity	50,000 00	50,008 33	54,476 50
VIRGINIA ST HSG DEV 3 579% 01/01/21	Fidelity	100,000 00	100,011 82	105,632 00
Virginia St Hsg Dev 5 282% 03/01/28	Fidelity	250,000 00	257,500 98	259,942 50
Virginia St Pub bldg Aut Pub Facs Rev 05 86800% 08/01/2021	Fidelity	65,000 00	66,408 42	71,562 40
Wisconsin St Trans 5 7% 07/01/28	Fidelity	300,000 00	300,010 75	338,214 00
Wise Cnty Va 1 7% 02/01/17	Fidelity	75,000 00	75,000 00	75,031 50
VIRGINIA ST HSG DEV AUTH 3 05% 12/01/24	Fidelity	150,000 00	150,019 87	149,848.50
ARLINGTON COUNTY	EDWARD JONES	200,000 00	200,000 00	203,952 00
FAIRFAX COUNTY	EDWARD JONES	250,000 00	246,255 95	249,018 50
	TOTAL STATE		\$5,514,394 00	\$5,923,928 70
	TOTAL LINE 10 A		\$19,545,725 39	\$20,067,165 58

CORPORATE STOCK

		QUANTITY	COST	FMV
PRIN PROTECTED NOTES OF PREF TERM SEC IX	CATAWBA	116,253 00	116,253 42	110,440.75
PRIN PROTECTED NOTES OF PREF TERM SEC VIII	CATAWBA	512,893 00	512,892.91	466,732.55
CIT CROUP INC COM NEW COMMON STOCK	CATAWBA	273 00	7,914.27	10,838.10
BOND FUND OF AMERICA	EDWARD JONES	24,413 69	200,000 00	307,368 38
CAPITAL INCOME BUILDER FUND	EDWARD JONES	8,325 99	200,000 00	465,006 65
INCOME FUND OF AMERICA FUND	EDWARD JONES	24,102 96	200,000 00	487,602 88
INVESTMENT COMPANY OF AMERICA	EDWARD JONES	30,122 12	400,000 00	1,005,175 28
WASHINGTON MUTUAL INVESTORS	EDWARD JONES	26,015 55	400,000 00	1,000,037 70
ACCRUED INTEREST	EDWARD JONES		1,349,900 53	0 00
ADOBE SYSTEMS INC	UBS - 3059	195	15,918 48	18,318 30
AKAMAI TECHNOLOGIES INC	UBS - 3059	195	14,130.30	10,262 85
ALEXION PHARMACEUTICALS INC	UBS - 3059	100	19,655 71	19,075 00
ALPHABET INC CL A	UBS - 3059	39	23,020 50	30,342 39
ALPHABET INC CL C	UBS - 3059	24	9,648 14	18,213 12
AMAZON COM INC	UBS - 3059	63	23,487 07	42,581 07
APPLE INC	UBS - 3059	441 00	51,240 35	46,419 66
BRISTOL MYERS SQUIBB	UBS - 3059	387.00	26,670.20	26,621 73
CARLISLE COS INC	UBS - 3059	142	14,360 43	12,593 98
CELGENE CORP	UBS - 3059	192	18,799.78	22,993 92
COGNIZANT TECH SOLUTIONS	UBS - 3059	277	17,308.48	16,625 54
CONSTELLATION BRANDS INC CLA	UBS - 3059	142	9,387.55	20,226 48
DELPHI AUTOMOTIVE PLC	UBS - 3059	242	17,309 07	20,746 66
DELTA AIR LINES INC	UBS - 3059	442	19,298.31	22,404 98
ELECTRONIC ARTS	UBS - 3059	292	20,481 51	20,066 24
FACEBOOK INC CL A	UBS - 3059	342	25,003 40	35,793 72
GILEAD SCIENCES INC	UBS - 3059	78.00	8,247 61	7,892 82
HARRIS CORP	UBS - 3059	144 00	12,462.80	12,513 60
HOME DEPOT INC	UBS - 3059	283.00	32,801.54	37,426 75
INTERCONTINENT ALEXCHANGE GROUP	UBS - 3059	85 00	19,138.31	21,782 10
KROGER COMPANY	UBS - 3059	384	15,855 84	16,062 72
LEVEL 3 COMMUNICATIONS INC	UBS - 3059	218 00	11,856 88	11,850 48
MCGRAW HILL FINANCIAL	UBS - 3059	192	19,666.09	18,927 36
NIKE INC CL B	UBS - 3059	292.00	12,795.87	18,250 00
PALO ALTO NETWORKS INC	UBS - 3059	87 00	10,616 18	15,324 18
REGENERON PHARMACEUTICALS INC	UBS - 3059	28	14,429 63	15,200 36
SALESFORCE COM INC	UBS - 3059	202 00	14,962 10	15,836 80
SBA COMMUNICATIONS CORP	UBS - 3059	207	21,221.49	21,749 49
SCHWAB CHARLES CORP	UBS - 3059	494	16,563 55	16,267 42
SERVICENOW INC	UBS - 3059	173	11,706.21	14,974 88
SHERWIN WILLIAMS CO	UBS - 3059	75	20,047 15	19,470 00
TENCENT HLDGS LTD	UBS - 3059	831	16,135 96	16,304 22
TJX COS INC NEW	UBS - 3059	262 00	16,261.49	18,578 42
UNITEDHEALTH GROUP INC	UBS - 3059	199	24,522 79	23,410 36
VERISK ANALYTICS	UBS - 3059	277	19,596 40	21,295 76
VISA INC CL A	UBS - 3059	491.00	28,036 95	38,077 05
WALGREENS BOOTS ALLIANCE INC	UBS - 3059	182	16,933 21	15,498 21
ZOETIS INC	UBS - 3059	314 00	14,637 45	15,046 88
AKORN INC	UBS - 3061	123	4,980.05	4,589 13
ALBEMARLE CORP	UBS - 3061	92	5,258 50	5,152 92
ALLIANCE DATA SYSTEMS CORP	UBS - 3061	16	4,363 18	4,425 12
AMERICAN AIRLIS GROUP INC	UBS - 3061	102	3,566 55	4,319 70
BANK UNTD INC	UBS - 3061	152 00	5,295.58	5,481 12
BELMOND LTD	UBS - 3061	403	5,199 90	3,828 50
BRUNSWICK CORP	UBS - 3061	82	3,610.60	4,141 82
BURLINGTON STORES INC	UBS - 3061	85	4,463.64	3,646 50
CARLISLE COS INC	UBS - 3061	40 00	2,922 30	3,547 60
CAVIUM INC COM	UBS - 3061	74 00	4,863 29	4,862 54
CBRE GROUP INC	UBS - 3061	114 00	2,880 42	3,942 12
CENTENE CORP	UBS - 3061	90 00	2,844 25	5,922 90
CROWN HOLDINGS INC	UBS - 3061	54 00	2,785 82	2,737 80
ESSEX PROPERTY	UBS - 3061	17.00	3,836 95	4,069 97
EW SCRIPPS CO	UBS - 3061	293 00	6,296 26	5,567 00
FIREEYE INC	UBS - 3061	214 00	5,625 76	4,438 36
GAMING & LEISURE PTY INC	UBS - 3061	164 00	5,486.31	4,559 20
GODADDY INC	UBS - 3061	157.00	4,855.48	5,033 42
GULFPORT ENERGY CORP	UBS - 3061	191.00	8,132.98	4,692 87
HANESBRANDS INC	UBS - 3061	142 00	4,444 08	4,179 06
HARTFORD FINCL SERVICES GROUP	UBS - 3061	83 00	1,974 48	3,607 18
HD SUPPLY HLDGS INC	UBS - 3061	170 00	4,888 28	5,105 10
HEXCEL CORP NEW	UBS - 3061	56 00	2,872 54	2,601 20
ILLUMINA INC	UBS - 3061	19.00	1,477 81	3,646 96
JACK IN THE BOX	UBS - 3061	37 00	2,839.29	2,838 27
LENNAR CORP	UBS - 3061	88 00	4,598 86	4,304 08
LIONS GATE ENTERTAINMENT CORP	UBS - 3061	127.00	3,975.91	4,113 53
MASCO CORP	UBS - 3061	169 00	3,184 00	4,782 70
MATCH GROUP INC	UBS - 3061	252 00	3,636 28	3,414 60
MEDIA GEN INC NEW	UBS - 3061	329 00	5,664 14	5,313 35
MEDIVATION INC	UBS - 3061	96.00	3,159.45	4,640 64
MEMORIAL RESOURCE DEV CORP	UBS - 3061	327.00	6,593.05	5,281 05
MGM RESORS INTL	UBS - 3061	227.00	4,097.19	5,157 44
MYLAN INC	UBS - 3061	63 00	3,639.76	3,406 41
NEXSTAR BRADCASTING GROUP INC	UBS - 3061	123 00	4,643 40	7,220 10
OSHKOSH CORP	UBS - 3061	105 00	5,036 71	4,099 20
OWENS CORNING NEW	UBS - 3061	92 00	4,201 92	4,326 76
PACWEST BANCORP	UBS - 3061	111 00	5,163 12	4,784 10
PENSKE AUTOMOTIVE GROUP INC	UBS - 3061	86 00	3,615 92	3,641 24
PRIVATEBANCORP INC	UBS - 3061	137 00	3,971.01	5,619 74
QUANTA SERVICES INC	UBS - 3061	165 00	4,005.96	3,341 25
QUINTILES TRANSNATIONAL HLDGS	UBS - 3061	44 00	2,282.10	3,021 04
REALOGY HLDGS CORP	UBS - 3061	116 00	4,540 86	4,253 72
RYMAN HOSPITALITY PPTYS INC	UBS - 3061	68 00	3,269.42	3,511 52
SBA COMMUNICATIONS CORP CL A	UBS - 3061	44.00	3,298 86	4,623 08
SEAWORLD ENTMT INC	UBS - 3061	229 00	4,273 84	4,509 01
SIGNET JEWELERS LTD	UBS - 3061	35 00	4,459 14	4,329 15
SINCLAIR BROADCAST GROUP INC	UBS - 3061	204 00	5,351.09	6,638 16
SUPERIOR ENERY SERVICES	UBS - 3061	192 00	4,526 06	2,586 24
SVB FINANCIAL	UBS - 3061	22 00	2,931 49	2,615 80
SWIFT TRANSN CO	UBS - 3061	226 00	4,277.29	3,123 32
TEXAS CAPITAL BANCSHARES INC	UBS - 3061	79 00	4,232 85	3,904 18
TRANSUNION	UBS - 3061	195 00	5,056 07	5,376 15
TYSON FOODS INC	UBS - 3061	69.00	2,956 31	3,679 77
U S SILICA HOLDINGS INC	UBS - 3061	204 00	6,324 85	3,820 92
UNIVERSAL HEALTH SVCS	UBS - 3061	35 00	2,672.76	4,182 15
VANTIV INC CL A	UBS - 3061	88 00	2,678 80	4,172 96
VERIFONE SYSTEMES INC	UBS - 3061	248 00	7,570.26	6,948 96
WHITING PETROLEUM CORP NEW	UBS - 3061	223 00	6,491 02	2,105 12

CORPORATE STOCK

		QUANTITY	COST	FMV
WISDOMTREE INVESTMENTS INC	UBS - 3061	155 00	2,075 30	2,430 40
WYNN RESORTS LTD	UBS - 3061	33 00	3,587 87	2,283 27
ACORDA THERAPEUTICS INC	UBS - 3062	83 00	2,811 63	3,550 74
AKORN INC	UBS - 3062	105 00	3,772.18	3,917 55
BANK UNTD INC	UBS - 3062	92.00	3,513 68	3,317 52
BEACON ROOFING SUPPLY INC	UBS - 3062	89.00	2,689 08	3,665 02
BEAZER HOMES USA INC	UBS - 3062	192 00	3,724 97	2,206 08
BELMOND LTD	UBS - 3062	377.00	4,360 97	3,581 50
BIODELIVERY SCIENCES INTL INC	UBS - 3062	326 00	3,722 40	1,561 54
BONANZA CREEK ENERGY INC	UBS - 3062	297 00	2,202 68	1,565 19
BOYD GAMING CORP	UBS - 3062	206 00	2,594 90	4,093 22
BURLINGTON STORES INC	UBS - 3062	74 00	3,110 58	3,174 60
CALLIDUS SOFTWARE	UBS - 3062	153 00	2,716 94	2,841 21
CAMBREX CORP	UBS - 3062	59 00	1,346 33	2,778 31
CAPITAL BK FINL CORP	UBS - 3062	125 00	2,386 01	3,997 50
CARRIZO OIL & GAS INC	UBS - 3062	60 00	2,410.55	1,774 80
CAVIUM COM	UBS - 3062	32 00	1,805 94	2,102 72
CUBIC CORP	UBS - 3062	24 00	1,115 66	1,134 00
DEMANDWARE INC	UBS - 3062	63 00	4,180 42	3,400 11
DEPOMED INC	UBS - 3062	191 00	3,676.98	3,462 83
ELLIE MAE INC	UBS - 3062	48.00	3,378.89	2,891 04
EW SCRIPPS CO CL A	UBS - 3062	249 00	4,079.37	4,731 00
FAIR ISAAC CORP	UBS - 3062	32 00	2,483.23	3,013 76
FCB FINANCIAL HOLDINGS INC	UBS - 3062	110 00	3,228 51	3,936 90
FELCOR LODGING TRUST INC	UBS - 3062	452 00	2,698 52	3,299 60
FIESTA RESTAURANT GROUP INC	UBS - 3062	70 00	2,794 98	2,352 00
GOGO INC	UBS - 3062	174 00	3,428 48	3,097 20
GRAY TELEVISION INC	UBS - 3062	266 00	2,996 63	4,335 80
HFF INC CL A	UBS - 3062	113 00	3,773.59	3,510 91
HNI CORP	UBS - 3062	56 00	2,683.75	2,019 36
ICON PLC SPON ADR	UBS - 3062	28 00	1,557.35	2,175 60
IMAX CORP CAD	UBS - 3062	83 00	2,558 79	2,949 82
IMPAX LABORATORIES INC	UBS - 3062	84 00	2,726.45	3,591 84
JACK IN THE BOX INC	UBS - 3062	19 00	1,457.13	1,457 49
KAISER ALUMINUM CORP NEW 2006	UBS - 3062	24 00	1,610 09	2,007 84
KCG HLDS INC	UBS - 3062	242 00	2,891 09	2,979 02
KRISPY KREME DOUGHNUTS INC	UBS - 3062	194 00	3,769 38	2,923 58
LA-Z BOY INC	UBS - 3062	137 00	3,629 34	3,345 54
MEDIA GEN INC NEW	UBS - 3062	279 00	4,758 62	4,505 85
MEMORIAL RESOURCE DEV CORP	UBS - 3062	196 00	3,536 76	3,165 40
MOBILE MINI INC	UBS - 3062	113 00	4,374 89	3,517 69
MODEL N INC	UBS - 3062	87 00	952.25	970 92
NCI BLDG SYSTEMS INC	UBS - 3062	193 00	2,259 51	2,395 13
NEXSTAR BROADCAST GROUP INC	UBS - 3062	72 00	1,285.45	4,226 40
NUVASIVE INC	UBS - 3062	66 00	3,457.55	3,571 26
OM ASSET MGMT PLC	UBS - 3062	186 00	2,916.52	2,851 38
PDC ENERGY INC COM	UBS - 3062	37 00	2,234 35	1,975 06
PINNACLE FINANCIAL PARTNERS	UBS - 3062	71 00	3,481.39	3,646 56
PINNACLE ENTERTAINMENT GROUP	UBS - 3062	98 00	2,014.77	3,049 76
POLYONE CORP	UBS - 3062	93 00	2,522 53	2,953 68
PRIVATEBANCORP INC	UBS - 3062	96 00	2,804.22	3,937 92
PROS HOLDINGS INC	UBS - 3062	121 00	3,139 67	2,787 84
RAMBUS INC	UBS - 3062	240 00	3,106 72	2,781 60
RENTRAK CORP	UBS - 3062	39 00	2,350 37	1,853 67
RICE ENERGY	UBS - 3062	158 00	3,733.31	1,722 20
ROGERS CORP	UBS - 3062	38 00	2,086 90	1,959 66
RYMAN HOSPITALITY PPTYS INC	UBS - 3062	43 00	2,054 94	2,220 52
SAGENT PHARMACEUTICALS INC	UBS - 3062	164 00	3,642 53	2,609 24
SANCHEZ ENERGY CORP	UBS - 3062	315 00	3,737.62	1,357 65
SCIENTIFIC GAMES CORP CLA	UBS - 3062	280 00	3,521 41	2,511 60
SEAWORLD ENTMT INC	UBS - 3062	189 00	3,687 28	3,721 41
SELECT COMFORT CORP	UBS - 3062	137 00	2,991 88	2,933 17
SINCLAIR BROADCAST GROUP INC	UBS - 3062	112 00	1,648.40	3,644 48
SUPERIOR ENERGY SERVICES INC	UBS - 3062	115 00	2,552.73	1,549 05
SWIFT TRANSN CO CLA	UBS - 3062	221 00	4,591 39	3,054 22
TALMER BANCORP INC COM CL A	UBS - 3062	223 00	3,279.63	4,038 53
TEAM HEALTH HOLDINGS INC	UBS - 3062	44 00	1,992 88	1,931 16
TEXAS CAPITAL BANCSHARES	UBS - 3062	63 00	3,492 07	3,113 46
TOPBUILD CORP	UBS - 3062	131 00	4,055 65	4,030 87
TUTOR PERINE CORP	UBS - 3062	166 00	3,085.69	2,778 84
TYLER TECHNOLOGIES INC	UBS - 3062	18 00	1,718 25	3,137 76
U S SILICA HLDGS INC	UBS - 3062	151 00	5,001 41	2,828 23
VERIFONE SYSTEMS INC	UBS - 3062	141.00	3,465.60	3,950 82
WELLCARE HEALTH PLANS INC	UBS - 3062	42 00	3,384 77	3,284 82
WESTERN ALLIANCE BANCORP	UBS - 3062	100 00	648 46	3,586 00
WISDOMTREE INVESTMENTS INC	UBS - 3062	142 00	1,870 39	2,226 56
8 X 8 INC	UBS - 3062	218 00	1,965 64	2,496 10
ADOBE SYSTEMS INC	UBS - 3063	172	13,451.48	16,157 68
ALIBABA GROUP HLDG	UBS - 3063	461	42,138 26	37,465 47
ALLERGAN INC	UBS - 3063	92	26,900.22	28,750 00
ALPHABET INC CL A	UBS - 3063	76	33,281.40	59,128 76
ALPHABET INC CL C	UBS - 3063	26	9,689 57	19,730 88
AMAZON COM	UBS - 3063	76	34,981.95	51,367 64
AMER EXPRESS CO	UBS - 3063	202	16,080 36	14,049 10
AMERICAN INTL GROUP INC COM	UBS - 3063	524	31,395.83	32,472 28
AMERICAN TOWER CORP	UBS - 3063	330	22,456 72	31,993 50
APPLE INC	UBS - 3063	521	46,304 03	54,840 46
BANK OF AMER CORP	UBS - 3063	2285	37,763 78	38,456 55
BOEING COMPANY	UBS - 3063	332	40,291.83	48,003 88
BOSTON SCIENTIFIC CORP	UBS - 3063	1529	23,254 09	28,194 76
BRISTOL MYERS SQUIBB CO	UBS - 3063	242	15,420 98	16,647 18
CELGENE CORP	UBS - 3063	229	21,478 05	27,425 04
CIGNA CORP	UBS - 3063	100	15,471.02	14,633 00
CISCO SYSTEMS INC	UBS - 3063	858	23,957 62	23,298 99
CITIGROUP INC	UBS - 3063	839	43,766 24	43,418 25
COMCAST CORP NEW CL A	UBS - 3063	375	20,260 40	21,161 25
COSTCO WHOLESALE CORP	UBS - 3063	48	7,829.35	7,752 00
CVS HEALTH CORP	UBS - 3063	330	23,048 94	32,264 10
DELTA AIR LINES	UBS - 3063	700	31,185.95	35,483 00
DOLLAR GEN CORP	UBS - 3063	170	11,361 71	12,217 90
DOW CHEMICAL	UBS - 3063	774	38,127 91	39,845 52
EXXON MOBIL CORP	UBS - 3063	284	23,980 90	22,137 80
FACEBOOK INC CLA	UBS - 3063	579	45,027.32	60,598 14
GENERAL MOTORS CO	UBS - 3063	214	7,537 44	7,278 14
GENL ELECTRIC CO	UBS - 3063	1274	36,329.30	39,685 10
GILEAD SCIENCES INC	UBS - 3063	226	6,091.56	22,868 94
HOME DEPOT	UBS - 3063	292	10,598.33	38,617 00

CORPORATE STOCK

			QUANTITY	COST	FMV
HONEYWELL INTL INC	UBS - 3063		233	22,118.95	24,131.81
JP MORGAN CHASE & CO	UBS - 3063		677	32,303.05	44,702.31
MARSH MCLENNAN COS INC	UBS - 3063		297	10,010.08	16,468.65
MASTERCARD INC CL A	UBS - 3063		353	16,423.04	34,368.08
MEDTRONIC INC	UBS - 3063		206	15,851.70	15,845.52
MERCK & CO INC NEW	UBS - 3063		373	21,458.56	19,701.86
MICROSOFT CORP	UBS - 3063		948	45,070.36	52,595.04
MORGAN STANLEY	UBS - 3063		520	17,795.67	16,541.20
NIKE INC	UBS - 3063		258	14,767.55	16,125.00
PEPSICO INC	UBS - 3063		156	15,411.19	15,587.52
PFIZER INC	UBS - 3063		878	29,521.57	28,341.84
RAYTHEON CO NEW	UBS - 3063		201	21,732.12	25,030.53
REYNOLDS AMERN INC	UBS - 3063		342	15,425.29	15,783.30
ROYAL CARBBEAN CRUISES LTD	UBS - 3063		97	7,782.31	9,817.37
SALESFORCE COM INC	UBS - 3063		268	18,748.86	21,011.20
SCHLUMBERGER LTD NETHERLANDS	UBS - 3063		439	38,807.74	30,620.25
SCHWAB CHARLES CORP NEW	UBS - 3063		573	15,379.83	18,868.89
STARBUCKS CORP	UBS - 3063		269	14,650.16	16,148.07
T-MOBILE US INC	UBS - 3063		613	19,922.69	23,980.56
UNITED PARCEL SERVICE INC	UBS - 3063		149	15,046.04	14,338.27
UNITEDHEALTH GROUP INC	UBS - 3063		194	19,467.42	22,822.16
VISA INC	UBS - 3063		473	34,160.40	36,681.15
WALT DISNEY CO HOLDING CO	UBS - 3063		139	6,226.32	14,606.12
ACE LTD CHF	UBS - 3100		83	9,455.36	9,698.55
ADVANCE AUTO PARTS INC	UBS - 3100		27	4,124.64	4,063.77
ALPHABET INC CL A	UBS - 3100		32	17,451.19	24,896.32
ALPHABET INC CL C	UBS - 3100		37	20,013.84	28,078.56
AMAZON COM	UBS - 3100		75	28,086.00	50,691.75
AMER EXPRESS CO	UBS - 3100		618	48,494.93	42,981.90
APACHE CORP	UBS - 3100		204	9,720.99	9,071.88
BANK OF NEW YORK MELLON CORP	UBS - 3100		1069	41,899.99	44,064.18
BERKSHIRE HATHAWAY INC	UBS - 3100		255	37,964.66	33,670.20
CABOT OIL & GAS	UBS - 3100		553	17,528.27	9,782.57
CAPITAL ON FINCL	UBS - 3100		100	8,098.45	7,218.00
CARMAX INC	UBS - 3100		218	14,811.53	11,765.46
CITIZENS FINANCIAL GROUP INC	UBS - 3100		354	8,649.39	9,271.26
COSTCO WHOLESALE CORP	UBS - 3100		172	25,308.96	27,778.00
DIAGEO PLC	UBS - 3100		150	17,380.28	16,360.50
ECOLAB INC	UBS - 3100		97	10,822.31	11,094.86
ENCANA CORP CAD	UBS - 3100		1794	24,652.57	9,131.46
EXPRESS SCRIPTS HLDG CO	UBS - 3100		197	16,745.02	17,219.77
FACEBOOK INC CL A	UBS - 3100		77	8,018.40	8,058.82
JOHNSON CONTROLS INC	UBS - 3100		286	11,236.57	11,294.14
JP MORGAN CHASE & CO	UBS - 3100		426	25,693.78	28,128.78
LABORATORY CORP AMER HLDGS	UBS - 3100		100	11,723.00	12,364.00
LAS VEGAS SANDS CORP	UBS - 3100		347	21,343.73	15,212.48
LIBERTY GLOBAL PLC	UBS - 3100		450	21,786.25	18,346.50
LIBERTY LILAC GROUP	UBS - 3100		29	1,418.75	1,247.00
LIBERTY INTERACTIVE CORP	UBS - 3100		161	4,744.35	4,398.52
LOWES COMPANIES INC	UBS - 3100		262	11,075.97	10,060.80
MICROSOFT CORP	UBS - 3100		182	7,879.71	10,097.36
MONSANTO CO	UBS - 3100		242	22,217.78	23,841.84
MOODYS CORP	UBS - 3100		64	6,290.62	6,421.76
OCCIDENTAL PETOLEUM	UBS - 3100		188	13,792.56	12,710.68
ORACLE CORP	UBS - 3100		199	8,687.36	7,269.47
PACCAR INC	UBS - 3100		197	12,687.80	9,337.80
PRAXAIR INC	UBS - 3100		149	18,944.44	15,257.60
PRICELINE GROUP INC	UBS - 3100		9	10,086.78	11,474.55
QUEST DIAGNOSTICS INC	UBS - 3100		155	11,111.00	11,026.70
SCHWAB CHARLES CORP NEW	UBS - 3100		351	10,289.46	11,558.43
TEXAS INSTRUMENTS	UBS - 3100		449	26,066.02	24,609.69
ULTRA PETROLEUM CORP	UBS - 3100		469	7,067.83	1,172.50
UNITEDHEALTH GROUP INC	UBS - 3100		178	19,498.81	20,939.92
UNITED TECHNOLOGIES CORP	UBS - 3100		252	24,869.20	24,209.64
VALEANT PHARMACEUTICALS INTL	UBS - 3100		96	11,310.00	9,758.40
VISA INC	UBS - 3100		200	13,571.15	15,510.00
WELLS FARGO & CO	UBS - 3100		862	47,474.05	46,858.32
COMCAST	PNC 21-10-880-0619512		1,180,000	35,402.63	66,587.40
COMCAST	PNC 21-10-880-0631976		1,090,000	32,649.78	61,508.70
D R HORTON INC	PNC 21-10-880-0619512		1,170,000	34,867.05	37,475.10
D R HORTON INC	PNC 21-10-880-0631976		1,100,000	32,781.22	35,233.00
DISNEY	PNC 21-10-880-0631976		650,000	34,886.16	68,302.00
DISNEY	PNC 21-10-880-0619512		690,000	38,053.85	72,505.20
FOOT LOCKER INC	PNC 21-10-880-0619512		740,000	35,508.83	48,166.60
FOOT LOCKER INC	PNC 21-10-880-0631976		700,000	33,589.16	45,563.00
HOME DEPOT	PNC 21-10-880-0619512		570,000	32,712.36	75,382.50
HOME DEPOT	PNC 21-10-880-0631976		530,000	30,175.55	70,092.50
LIMITED BRANDS INC	PNC 21-10-880-0619512		500,000	33,944.00	47,910.00
LIMITED BRANDS INC	PNC 21-10-880-0631976		470,000	31,907.36	45,035.40
NIKE INC	PNC 21-10-880-0619512		900,000	52,251.00	56,250.00
NIKE INC	PNC 21-10-880-0631976		840,000	48,768.51	52,500.00
O'REILLY AUTOMOTIVE INC	PNC 21-10-880-0619512		210,000	51,268.04	53,218.20
O'REILLY AUTOMOTIVE INC	PNC 21-10-880-0631976		200,000	48,874.67	50,684.00
TRACTOR SUPPLY CO	PNC 21-10-880-0619512		490,000	44,290.11	41,895.00
TRACTOR SUPPLY CO	PNC 21-10-880-0631976		460,000	41,577.76	39,330.00
WYNDHAM WORLDWIDE CORP	PNC 21-10-880-0619512		580,000	38,401.88	42,137.00
WYNDHAM WORLDWIDE CORP	PNC 21-10-880-0631976		540,000	35,675.72	39,231.00
ALTRIA GROUP INC	PNC 21-10-880-0631976		1,060,000	39,200.08	61,702.60
ALTRIA GROUP INC	PNC 21-10-880-0619512		1,060,000	39,199.95	61,702.60
CVS	PNC 21-10-880-0631976		690,000	35,773.85	67,461.30
CVS	PNC 21-10-880-0619512		690,000	35,773.01	67,461.30
CONSTELLATION BRANDS INC	PNC 21-10-880-0619512		480,000	38,879.11	68,371.20
CONSTELLATION BRANDS INC	PNC 21-10-880-0631976		450,000	36,439.42	64,098.00
DR. PEPPER SNAPPLE GROUP INC	PNC 21-10-880-0619512		770,000	51,191.82	71,764.00
DR. PEPPER SNAPPLE GROUP INC	PNC 21-10-880-0631976		730,000	48,618.90	68,036.00
KROGER CO	PNC 21-10-880-0619512		1,730,000	40,011.37	72,365.90
KROGER CO	PNC 21-10-880-0631976		1,640,000	37,931.72	68,601.20
MONDELEZ INTERNATIONAL	PNC 21-10-880-0619512		810,000	34,773.79	36,320.40
MONDELEZ INTERNATIONAL	PNC 21-10-880-0631976		770,000	33,056.56	34,526.80
EXXON	PNC 21-10-880-0631976		674,000	29,439.06	52,538.30
EXXON	PNC 21-10-880-0619512		714,000	45,622.41	55,656.30
SCHLUMBERGER LTD	PNC 21-10-880-0631976		850,000	76,205.32	59,287.50
SCHLUMBERGER LTD	PNC 21-10-880-0619512		900,000	80,702.94	62,775.00
TOTAL S A	PNC 21-10-880-0619512		760,000	38,467.48	34,162.00
TOTAL S A	PNC 21-10-880-0631976		720,000	36,442.74	32,364.00
INVESCO LTD	PNC 21-10-880-0631976		1,330,000	46,813.67	44,528.40
INVESCO LTD	PNC 21-10-880-0619512		1,400,000	49,277.69	46,872.00

CORPORATE STOCK

			QUANTITY	COST	FMV
AMERIPRISE FINANCIAL	PNC	21-10-880-0619512	270 000	35,041 86	28,733 40
AMERIPRISE FINANCIAL	PNC	21-10-880-0631976	250 000	32,440 62	26,605 00
JP MORGAN CHASE	PNC	21-10-880-0631976	1,479 000	65,596 75	97,658 37
JP MORGAN CHASE	PNC	21-10-880-0619512	1,557.000	68,304 14	102,808 71
LINCOLN NATIONAL CORP	PNC	21-10-880-0619512	1,020 000	51,649 66	51,265 20
LINCOLN NATIONAL CORP		21-10-880-0631976	980 000	49,642 39	49,254 80
PRINCIPAL FINANCIAL GROUP		21-10-880-0619512	1,260 000	64,658 19	56,674 80
PRINCIPAL FINANCIAL GROUP		21-10-880-0631976	1,190 000	61,151.94	53,526 20
PUBLIC STORAGE		21-10-880-0619512	210 000	42,563.08	52,017 00
PUBLIC STORAGE		21-10-880-0631976	200 000	40,531.15	49,540 00
THE TRAVELERS COS INC		21-10-880-0619512	600 000	56,754 27	67,716 00
THE TRAVELERS COS INC		21-10-880-0631976	560 000	52,959 67	63,201 60
VISA INC		21-10-880-0619512	600.000	23,634 48	46,530 00
VISA INC		21-10-880-0631976	560 000	22,058 85	43,428 00
WELLS FARGO & COMPANY		21-10-880-0631976	1,449 000	39,851.96	78,767 64
WELLS FARGO & COMPANY		21-10-880-0619512	1,500 000	41,067.54	81,540 00
AETNA		21-10-880-0631976	320 000	19,719 91	34,598 40
AETNA		21-10-880-0619512	340 000	20,952 94	36,760 80
AMGEN INC		21-10-880-0619512	480 000	56,894 32	77,918 40
AMGEN INC		21-10-880-0631976	440 000	52,131 95	71,425 20
CIGNA CORP		21-10-880-0619512	270 000	25,182 98	39,509 10
CIGNA CORP		21-10-880-0631976	250 000	23,317 57	36,582 50
EDWARDS LIFESCIENCES CORP		21-10-880-0619512	860 000	57,355 75	67,922 80
EDWARDS LIFESCIENCES CORP		21-10-880-0631976	800 000	53,361 54	63,184 00
GILEAD SCIENCES INC		21-10-880-0619512	370 000	40,424.70	37,440 30
GILEAD SCIENCES INC		21-10-880-0631976	350 000	38,240 12	35,416 50
JOHNSON & JOHNSON		21-10-880-0631976	661 000	18,003 83	67,897 92
JOHNSON & JOHNSON		21-10-880-0619512	666 000	37,373 64	68,411 52
PFIZER INC		21-10-880-0619512	2,220 000	74,439.13	71,661 60
PFIZER INC		21-10-880-0631976	2,100 000	70,410 42	67,788 00
THERMO FISHER SCIENTIFIC INC		21-10-880-0619512	320 000	42,554.44	45,392 00
THERMO FISHER SCIENTIFIC INC		21-10-880-0631976	300 000	39,894 78	42,555 00
UNIVERSAL HEALTH SERVICES INC		21-10-880-0619512	260 000	36,619.34	31,067 40
UNIVERSAL HEALTH SERVICES INC		21-10-880-0631976	250.000	35,210 90	29,872 50
ALASKA AIR GROUP		21-10-880-0619512	460 000	35,789 58	37,034 60
ALASKA AIR GROUP		21-10-880-0631976	430 000	33,455.34	34,619 30
BOEING CO		21-10-880-0619512	250 000	17,756 23	36,147 50
BOEING CO		21-10-880-0631976	240 000	17,057 64	34,701 60
CINTAS CORP		21-10-880-0619512	670 000	54,679 72	61,003 50
CINTAS CORP		21-10-880-0631976	640 000	52,272.86	58,272 00
GENERAL DYNAMICS CORP		21-10-880-0619512	350 000	49,170 65	48,076 00
GENERAL DYNAMICS CORP		21-10-880-0631976	330 000	46,360.25	45,328 80
GENERAL ELECTRIC		21-10-880-0631976	1,477.000	24,650 81	46,008 55
GENERAL ELECTRIC		21-10-880-0619512	1,383 000	23,072 28	43,080 45
HONEYWELL INT		21-10-880-0619512	620 000	63,040 52	64,213 40
HONEYWELL INT		21-10-880-0631976	590 000	60,017.67	61,106 30
LOCKHEED MARTIN CORP		21-10-880-0619512	190 000	26,855 34	41,258 50
LOCKHEED MARTIN CORP		21-10-880-0631976	180 000	25,437.96	39,087 00
NORTHROP GRUMMAN		21-10-880-0619512	390 000	65,567 55	73,635 90
NORTHROP GRUMMAN		21-10-880-0631976	370 000	62,154 69	69,859 70
SNAP ON INC		21-10-880-0619512	220 000	27,536.92	37,714 60
SNAP ON INC		21-10-880-0631976	210 000	26,287.21	36,000 30
STANLEY BLACK & DECKER		21-10-880-0619512	430 000	45,944 98	45,893 90
STANLEY BLACK & DECKER		21-10-880-0631976	400 000	42,734 21	42,692 00
TE CONNECTIVITY LTD		21-10-880-0619512	840 000	48,805 98	54,272 40
TE CONNECTIVITY LTD		21-10-880-0631976	790.000	45,881.57	51,041 90
CHECK POINT SOFTWARE TEC		21-10-880-0619512	480 000	33,788 93	39,062 40
CHECK POINT SOFTWARE TEC		21-10-880-0631976	450.000	31,673 97	36,621 00
ACCENTURE PLC CLASS A		21-10-880-0631976	350 000	35,214.55	36,575 00
ACCENTURE PLC CLASS A		21-10-880-0619512	370 000	37,226 81	38,665 00
ALPHABET INC		21-10-880-0619512	135 000	68,533 75	105,031 35
ALPHABET INC		21-10-880-0631976	130 000	67,872 28	101,141 30
APPLE INC		21-10-880-0619512	1,518 000	60,284 51	159,784 68
APPLE INC		21-10-880-0631976	1,372 000	52,421 64	144,416 72
CISCO SYSTEMS		21-10-880-0619512	3,130.000	70,939 21	84,995 15
CISCO SYSTEMS		21-10-880-0631976	2,960 000	67,102 44	80,378 80
LAM RESEARCH		21-10-880-0619512	620 000	50,706 49	49,240 40
LAM RESEARCH		21-10-880-0631976	590 000	48,263 29	46,857 80
MICROSOFT CORP		21-10-880-0619512	1,053 000	34,747 09	58,420 44
MICROSOFT CORP		21-10-880-0631976	994 000	32,674 55	55,147 12
SKYWORKS COLUTIONS INC		21-10-880-0619512	370.000	14,216.32	28,427 10
SKYWORKS COLUTIONS INC		21-10-880-0631976	350 000	13,447 88	26,890 50
TEXAS INSTRUMENTS INC		21-10-880-0619512	880 000	50,266.63	48,232 80
TEXAS INSTRUMENTS INC		21-10-880-0631976	830 000	47,425 84	45,492 30
CELANESE CORP		21-10-880-0619512	690 000	47,231 60	46,457 70
CELANESE CORP		21-10-880-0631976	650 000	44,492 20	43,764 50
DOW CHEMICAL CO		21-10-880-0619512	940 000	48,509 41	48,391 20
DOW CHEMICAL CO		21-10-880-0631976	890 000	45,929 31	45,817 20
PPG INDUSTRIES		21-10-880-0631976	400 000	47,230 60	39,528 00
PPG INDUSTRIES		21-10-880-0619512	440 000	51,959 38	43,480 80
AMERICAN ELECTRIC POWER INC		21-10-880-0619512	590 000	34,449.34	34,379 30
AMERICAN ELECTRIC POWER INC		21-10-880-0631976	560.000	32,695.95	32,631 20
VERIZON COMMUNICATIONS		21-10-880-0619512	1,340 000	70,279 97	61,934 80
VERIZON COMMUNICATIONS		21-10-880-0631976	1,260 000	66,089 83	58,237 20
WISCONSIN ENERGY CORP		21-10-880-0619512	1,126 000	22,869.06	57,775 06
WISCONSIN ENERGY CORP		21-10-880-0631976	1,124 000	23,277.18	57,672 44
BAIRD MIDCAP INST		21-10-880-0619512	14 546	228 96	218 04
BAIRD MIDCAP INST		21-10-880-0631976	13 115	206 43	196 59
BAIRD MIDCAP INST		21-10-880-0619512	16,656 670	256,761 51	249,683 48
BAIRD MIDCAP INST		21-10-880-0631976	15,017.234	231,489 72	225,108 34
EAGLE SMALL CAP GROWTH		21-10-880-0619512	1,815 846	91,769 78	92,717 10
EAGLE SMALL CAP GROWTH		21-10-880-0631976	1,743 211	88,098 98	89,008 35
PNC MULTI-FACTOR SMALL CAP VALUE		21-10-880-0619512	3,844 255	79,451 97	73,886 58
PNC MULTI-FACTOR SMALL CAP VALUE		21-10-880-0631976	3,499 257	72,321 66	67,255 72
T ROWE PRICE MID CAP		21-10-880-0619512	87.697	2,388 67	2,187 16
T ROWE PRICE MID CAP		21-10-880-0631976	79 672	2,170 12	1,987 02
T ROWE PRICE MID CAP		21-10-880-0631976	10,490 123	220,956 60	261,623 67
T ROWE PRICE MID CAP		21-10-880-0619512	9,530.344	200,785 05	237,686 78
				13,168,292 95	15,496,736 53

2015
INVESTMENTS- CORPORATE BONDS
CECIL & IRENE HYLTON FOUNDATION
LINE 10 C

52-1633658

		QUANTITY	COST	FMV
Res.Ass. Ser 2003-SL1 CL A1 3/25/16	FIDELITY	0.36	0.36	0.36
Sequoia Mortgage SER 4 CL A 12/22/24	FIDELITY	24,513.06	22,469.08	24,388.53
MLCC Mortgage INVESTOR 2003-E 1.042% 10/25/2028	FIDELITY	50,561.79	50,066.19	48,317.86
MLCC Mortgage ser 2004-c cl a1 07/25/29 .982%	FIDELITY	24,652.40	22,503.09	22,838.23
Sequoia Mortgage 2003-4 07/20/33	FIDELITY	20,456.83	18,062.56	19,224.72
THORNBURG MTG SEC SER 2003-6 CL A1 12/25/33 .910%	FIDELITY	140,386.01	134,110.72	137,610.58
Sequoia Mortgage ser 2003-8 0% 01/20/34	FIDELITY	77,975.25	73,794.18	74,435.95
Bear Stearns Ser 2003-8 CL 5A 4.409% 01/25/2034	FIDELITY	6,737.43	6,638.18	6,528.97
JP MORGAN ACCEPT 2004-A2 2.360% DUE 05/25/2034	FIDELITY	40,463.49	40,682.12	40,286.26
HOMESTAR MTG ACCP 2004-2 .595% 06/25/2034	FIDELITY	111,711.66	104,460.36	109,686.89
CWABS INC 2004-5 1.099% 10/25/34	FIDELITY	100,899.78	100,899.78	105,517.50
Mortgageit Trist Ser 2004-1 CL A1 01/01/80 11/25/34	FIDELITY	61,703.78	55,160.13	58,406.33
IMPAC CMB Trust SER 2004-10CL 03/25/35	FIDELITY	22,346.52	20,199.80	21,784.28
IMPAC CMB TR 2005-2 1.022% 04/25/35	FIDELITY	97,500.64	93,497.33	93,097.51
BANK OF AMERICA MTG SEC SER 2005-E-CL 3A1 06/25/35	FIDELITY	18,176.73	13,954.24	17,513.64
St Adj Rate Mtg Ln ser2005-18 5.748% 09/25/35	FIDELITY	25,050.32	25,294.23	21,165.52
PHHMC Mortgages Pass SR 2008-C1M1 4.85% 05/25/38	FIDELITY	33,985.70	33,985.70	32,971.88
TOYOTA MTR 2% 09/15/16	FIDELITY	100,000.00	100,002.98	100,807.00
Wells Fargo Company Bond 5.625% 12/11/17	FIDELITY	75,000.00	76,958.82	80,463.00
Ameritech Cap Fund Corp 6.45% 1/15/18	FIDELITY	50,000.00	50,244.48	53,830.00
Lehman Bros MtnBE 4% 4/16/19	FIDELITY	25,000.00	25,000.00	1,812.50
SOUTHERN CO 2.150% 09/01/19	FIDELITY	100,000.00	99,795.90	98,094.00
NATIONAL RURAL UTILS COOP FIN 2.60% 11/15/20	FIDELITY	150,000.00	150,019.64	149,613.00
WYETH 6.450% 02/01/24	FIDELITY	100,000.00	122,601.39	122,321.00
JP MORGAN CHASE 4.25% 01/26/2026	FIDELITY	50,000.00	50,084.66	49,795.00
LLOYDS TSB BANK PLC 4.25% 06/08/27	FIDELITY	125,000.00	126,086.87	125,487.50
Belvoir LD LLC SER A-1 144A CL 5.27000% 12/15/2047	FIDELITY	50,000.00	39,492.27	48,698.50
ACCRUED INT	FIDELITY			105,062.24
GOLDMAN SACH GROUP NTS	UBS-3058	150,000	150,000.00	151,653.00
AFLAC INC	UBS-3058	35,000	35,184.35	35,460.95
STATOIL ASA ADR B/E	UBS-3058	25,000	24,944.25	25,642.50
ASTRAZENECA PLC FOREIGN SECURITY	UBS-3058	3,000	32,455.38	32,131.20
SIMON PARTY GROUP	UBS-3058	3,000	30,467.37	30,278.40
DIAGEO CAPITAL FOREIGN SECURITY	UBS-3058	45,000	45,599.09	48,313.80
AMERICA MOVIL SAB DE CV	UBS-3058	40,000	42,964.10	42,682.00
JP MORGAN CHASE & CO	UBS-3058	37,000	40,254.19	39,962.22
WACHOVIA CORP	UBS-3058	39,000	42,572.60	42,123.51
UNITEDHEALTH GROUP INC	UBS-3058	38,000	41,869.48	41,329.18
GOLDMAN SACHS GROUP INC	UBS-3058	104,000	108,305.01	112,935.68
DELL INC	UBS-3058	25,000	26,246.66	25,750.00
AMGEN INC NTS	UBS-3058	75,000	83,374.23	82,281.00
BOEING CPTL CORP NTS B/E	UBS-3058	60,000	61,284.47	61,879.20
VERIZON COMMUNICATIONS	UBS-3058	60,000	62,743.48	62,741.40
BROADCOM CORP B/E	UBS-3058	58,000	59,349.44	58,227.36
ANHEUSER BUSCH COS NTS	UBS-3058	75,000	77,687.51	80,766.75
THOMSON REUTERS CORP NTS FOR.SEC.	UBS-3058	75,000	77,717.68	80,106.75
KELLOGG CO NTS B/E	UBS-3058	25,000	25,266.74	26,464.50
WISCONSIN ELECTRIC PWR CO	UBS-3058	25,000	25,547.71	26,853.50
FLORIDA POWER CORP	UBS-3058	20,000	21,955.32	21,619.80
DIAGEO CPTL PLC B/E	UBS-3058	20,000	22,264.11	21,839.80
DUKE ENERGY INDIANA INC	UBS-3058	20,000	21,458.99	21,055.40
HSBC INC B/E	UBS-3058	100,000	104,747.42	109,051.00
EBAY INC NTS	UBS-3058	100,000	102,442.55	101,637.00
HEWLETT-PACKARD CO NTS	UBS-3058	130,000	140,066.74	129,508.60
AETNA INC NT	UBS-3058	116,000	111,374.53	112,688.20
AT&T INC	UBS-3058	100,000	100,134.94	94,809.00
APPLE INC	UBS-3058	100,000	99,032.25	97,437.00
AFLAC INC	UBS-3058	100,000	105,613.02	103,526.00
IBM CORP	UBS-3058	100,000	104,252.29	101,543.00
METLIFE INC	UBS-3058	100,000	105,341.37	102,600.00
MORGAN STANLEY	UBS-3058	77,000	80,568.06	78,492.26
ABBVIE INC	UBS-3058	100,000	100,740.24	98,694.00
ACCRUED INT	UBS-3058			0.00
ALABAMA POWER	PNC	21-10-880-0619512	60,000.00	58,105.20
ALABAMA POWER	PNC	21-10-880-0631976	60,000.00	58,105.20
BNP PARIBAS	PNC	21-10-880-0631976	20,000.00	20,242.00
BNP PARIBAS	PNC	21-10-880-0619512	20,000.00	20,242.00
BANK OF AMERICA	PNC	21-10-880-0619512	35,000.00	34,874.70
BANK OF AMERICA	PNC	21-10-880-0631976	35,000.00	34,874.70
BANK OF MONTREAL	PNC	21-10-880-0631976	30,000.00	29,953.80
BANK OF MONTREAL	PNC	21-10-880-0619512	30,000.00	29,953.80
BANK OF NEW YORK MELLON	PNC	21-10-880-0619512	30,000.00	29,991.00
BANK OF NEW YORK MELLON	PNC	21-10-880-0631976	25,000.00	24,992.50
BERKSHIRE HATHAWAY, INC	PNC	21-10-880-0631976	20,000.00	21,628.60
BERKSHIRE HATHAWAY, INC	PNC	21-10-880-0619512	20,000.00	21,628.60
RABOBANK NEDERLAND UTREC	PNC	21-10-880-0631976	15,000.00	14,986.95
RABOBANK NEDERLAND UTREC	PNC	21-10-880-0619512	15,000.00	14,986.95
GENERAL ELEC CAP CORP	PNC	21-10-880-0631976	60,000.00	58,348.80
HSBC HOLDINGS PLC	PNC	21-10-880-0619512	20,000.00	19,956.60
HSBC HOLDINGS PLC	PNC	21-10-880-0631976	20,000.00	19,956.60
JOHNSON & JOHNSON	PNC	21-10-880-0619512	40,000.00	47,426.00
JOHNSON & JOHNSON	PNC	21-10-880-0631976	50,000.00	49,997.50
JOHNSON & JOHNSON	PNC	21-10-880-0631976	50,000.00	49,997.50
PRIVATE EXPORT FUNDING	PNC	21-10-880-0631976	35,000.00	34,912.85
PRIVATE EXPORT FUNDING	PNC	21-10-880-0619512	40,000.00	39,900.40
ROYAL BANK OF CANADA	PNC	21-10-880-0631976	15,000.00	14,997.90
ROYAL BANK OF CANADA	PNC	21-10-880-0619512	15,000.00	14,997.90
SANOFI - AVENTIS	PNC	21-10-880-0619512	15,000.00	14,923.35

2015
INVESTMENTS- CORPORATE BONDS
CECIL & IRENE HYLTON FOUNDATION
LINE 10 C

52-1633658

			<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
SANOFI - AVENTIS	PNC	21-10-880-0631976	15,000.00	14,923.35	15,063.90
SHELL INTERNATIONAL FIN	PNC	21-10-880-0631976	35,000.00	34,834.80	37,591.05
SHELL INTERNATIONAL FIN	PNC	21-10-880-0619512	35,000.00	34,834.80	37,591.05
TOYOTA MOTOR CREDIT	PNC	21-10-880-0619512	20,000.00	19,967.00	20,171.80
TOYOTA MOTOR CREDIT	PNC	21-10-880-0631976	20,000.00	19,967.00	20,171.80
UPS	PNC	21-10-880-0619512	50,000.00	49,526.00	54,116.00
US BANCORP	PNC	21-10-880-0619512	10,000.00	9,833.60	9,942.40
US BANCORP	PNC	21-10-880-0631976	10,000.00	9,833.60	9,942.40
WELLS FARGO COMPANY	PNC	21-10-880-0631976	10,000.00	10,377.40	10,385.70
WELLS FARGO COMPANY	PNC	21-10-880-0619512	15,000.00	15,566.10	15,578.55
WESTPAC BANKING CORP	PNC	21-10-880-0619512	35,000.00	35,571.55	38,124.45
WESTPAC BANKING CORP	PNC	21-10-880-0631976	80,000.00	81,203.20	87,141.60
XTO ENERGY INC.	PNC	21-10-880-0631976	25,000.00	28,577.25	27,241.75
XTO ENERGY INC.	PNC	21-10-880-0619512	25,000.00	28,577.25	27,241.75
LINE 10 C CORPORATE BONDS				5,143,464.93	5,288,993.51