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 ,

Name of foundation
The DeVito Family Trust (fka The Beechmont Foundation)

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
c/o M. DeVito, Village Square 2, 5100 Falls Road | 220

City or town, state or province, country, and ZIP or foreign postal code
Baltimore MD 21210

A Employer identification number
52-6705998

B Telephone number (see instructions)
(410) 433-1469

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)* ► $ 5,179,427.

J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

		(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
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))*				
REVENUE	**1** Contributions, gifts, grants etc, received (attach schedule)				
	2 Ck ► ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	79.	79.		
	4 Dividends and interest from securities	128,555.	128,555.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-38,847.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 4,118,143.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10 a 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 Line 11 Stmt	1,718.	1,718.		
	12 Total Add lines 1 through 11	91,505.	130,352.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	**13** Compensation of officers, directors, trustees, etc	30,000.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule) L-16a Stmt	4,200.			
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	22,576.	22,576.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	5,781.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Cost of computer	2,598.			2,598.
	24 Total operating and administrative expenses Add lines 13 through 23	65,155.	22,576.		2,598.
	25 Contributions, gifts, grants paid	269,100.			269,100.
	26 Total expenses and disbursements Add lines 24 and 25	334,255.	22,576.		271,698.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-242,750.			
	b Net investment income (if negative, enter -0-)		107,776.		
	c Adjusted net income (if negative, enter -0-)			0.	

20

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	33,153.	12,294.	12,294.
	2	Savings and temporary cash investments	178,554.	84,689.	84,689.
	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) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) L-10b Stmt	2,804,957.	2,583,027.	3,306,061.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt	1,305,834.	1,359,983.	1,305,214.
	11	Investments — land, buildings, and equipment· basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) L-13 Stmt	463,761.	496,130.	471,169.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	4,786,259.	4,536,123.	5,179,427.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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)			
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,786,259.	4,536,123.	
	30	**Total net assets or fund balances** (see instructions)	4,786,259.	4,536,123.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,786,259.	4,536,123.	

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	4,786,259.
2	Enter amount from Part I, line 27a	2	-242,750.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	10,823.
4	Add lines 1, 2, and 3	4	4,554,332.
5	Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	18,209.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,536,123.

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	Publicly traded securities	P	various	various
b	Publicly traded securities	P	various	various
c	Publicly traded securities	P	various	various
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	1,761,457.		1,862,045.	-100,588.
b	2,164,891.		2,202,361.	-37,470.
c	191,795.		92,584.	99,211.
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				-100,588.
b				-37,470.
c				99,211.
d				
e				

2 Capital gain net income or (net capital loss) . . . If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 . . . **2** -38,847.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . **3** -100,588.

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	273,772.	5,668,213.	0.048300
2013	247,458.	5,449,157.	0.045412
2012	249,410.	5,119,721.	0.048716
2011	224,507.	5,158,682.	0.043520
2010	171,200.	4,641,892.	0.036882

2	**Total** of line 1, column (d)	2	0.222830
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	0.044566
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	5,479,069.
5	Multiply line 4 by line 3	5	244,180.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,078.
7	Add lines 5 and 6	7	245,258.
8	Enter qualifying distributions from Part XII, line 4	8	271,698.

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	1,078.
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	1,078.
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	1,078.
6 Credits/Payments				
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a	4,500.		
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	4,500.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,422.
11 Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 3,422.	**Refunded** ▶		11	

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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 b		X
If the answer is 'Yes' to ***1a*** *or* ***1b****, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD - Maryland			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Mr. Mathias DeVito Telephone no ► (410) 433-1469

Located at ► 5100 Falls Rd., Suite 220, Baltimore, MD ZIP + 4 ► 21210

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
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? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
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)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2015 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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?	4 b		X

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

5 a 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)? **5 b**

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a 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? **6 b** X

If 'Yes' to 6b, file Form 8870

7 a 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? **7 b**

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
Mathias J. DeVito, Village Square 2 5100 Falls Road Baltimore, MD 21210	Trustee 1.00	0.	0.	0.
Ann DeVito Walker 1223 A Providence Road, Baltimore, MD 21286	Trustee/Executive Director 15.00	30,000.	0.	0.
Rosetta K. DeVito 5100 Falls Road Baltimore MD 21210	Trustee 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	None

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		1 a	5,384,455.
b	Average of monthly cash balances		1 b	178,052.
c	Fair market value of all other assets (see instructions)		1 c	0.
d	**Total** (add lines 1a, b, and c)		1 d	5,562,507.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	5,562,507.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	83,438.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,479,069.
6	**Minimum investment return.** Enter 5% of line 5		6	273,953.

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	273,953.
2 a	Tax on investment income for 2015 from Part VI, line 5	2 a	1,078.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2 b			
c	Add lines 2a and 2b			2 c	1,078.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	272,875.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	272,875.
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	272,875.

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	1 a	271,698.
b	Program-related investments — total from Part IX-B	1 b	0.
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	271,698.
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	1,078.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	270,620.

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					272,875.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				269,055.	
b Total for prior years 20 __, 20 __, 20 __					
3 Excess distributions carryover, if any, to 2015					
a From 2010	0.				
b From 2011	0.				
c From 2012	0.				
d From 2013	0.				
e From 2014	0.				
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► $ 271,698.					
a Applied to 2014, but not more than line 2a				269,055.	
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2015 distributable amount					
e Remaining amount distributed out of corpus		2,643.			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		2,643.			2,643.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
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					
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					270,232.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)					
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2011	0.				
b Excess from 2012	0.				
c Excess from 2013	0.				
d Excess from 2014	0.				
e Excess from 2015	0.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Dyslexic Tutoring Program 711 W. 40th Street Baltimore MD 21211	N/A	Public	To support donee’s activities	10,000.
Boys Latin School of Maryland 822 West Lake Avenue Baltimore MD 21210	N/A	Public	Annual fund	2,000.
Catholic Charities 320 Cathedral Street Baltimore MD 21201	N/A	Public	Leadership breakfast campaign	10,000.
Garrison Forest School 300 Garrison Forest Road Owings Mills MD 21117	N/A	Public	Annual Fund	1,000.
Episcopal Community Services of Maryland 1101 Valley Street Baltimore MD 21202	N/A	Public	ARK Preschool of Baltimore	33,000.
Kinderwood Program, Ltd,. P.O. Box 255 Old Forge NY 13420	N/A	Public	To support donee’s activities	4,000.
Kennedy Krieger Institute 707 North Broadway Baltimore MD 21205	N/A	Public	To support donee’s activities	500.
Johns Hopkins University 3400 N. Charles Street Baltimore MD 21218	N/A	Public	John A. Flynn Endowed Chair	200,000.
Johns Hopkins Hospital 1800 Orleans Street Baltimore MD 21287	N/A	Public	Pancreatic research in honor of Ronald S. Walker	1,000.
See Line 3a statement				7,600.
Total . . . . ► **3a**				269,100.
b *Approved for future payment*				
Total . . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See instructions.)
	(a) Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	79.	
4 Dividends and interest from securities			14	128,555.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-38,847.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				89,787.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . **13** 89,787.

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

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

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

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	**1 a (1)**		X
(2)	Other assets	**1 a (2)**		X
b	Other transactions			
(1)	Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2)	Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3)	Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4)	Reimbursement arrangements	**1 b (4)**		X
(5)	Loans or loan guarantees	**1 b (5)**		X
(6)	Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Matt DeVito 5/11/2016 ▶ Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Conrad W. Deitrick		5/11/16		P01372113

Firm's name ▶ DLA Piper LLP (US) Firm's EIN ▶ 52-0616490

Firm's address ▶ 6225 Smith Avenue

Baltimore MD 21209 Phone no (410) 580-4115

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2015

Name: The DeVito Family Trust (fka The Beechmont Foundation)

Employer Identification Number: 52-6705998

Asset Information:

Description of Property . . . . . . Publicly traded securities
Date Acquired various How Acquired . . . Purchased
Date Sold . . . various Name of Buyer . . .
Sales Price . . 1,761,457. Cost or other basis (do not reduce by depreciation) . . . 1,862,045.
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . -100,588. Accumulation Depreciation . . .

Description of Property . . . . . . Publicly traded securities
Date Acquired . various How Acquired . . . Purchased
Date Sold . . . various Name of Buyer . . .
Sales Price: . . 2,164,891. Cost or other basis (do not reduce by depreciation) . . . 2,202,361.
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . -37,470. Accumulation Depreciation . . .

Description of Property . . . . . . Publicly traded securities
Date Acquired . various How Acquired . . . Purchased
Date Sold . . . various Name of Buyer . . .
Sales Price . . 191,795. Cost or other basis (do not reduce by depreciation) . . . 92,584.
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . 99,211. Accumulation Depreciation . . .

Description of Property . . . . . .
Date Acquired . How Acquired . . .
Date Sold . . . Name of Buyer . . .
Sales Price . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method. . . . .
Total Gain (Loss). . . Accumulation Depreciation . . .

Description of Property . . . . . .
Date Acquired . How Acquired . . .
Date Sold . . . Name of Buyer . . .
Sales Price . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method: . . . .
Total Gain (Loss) . . Accumulation Depreciation: . . .

Description of Property . . . . . .
Date Acquired . How Acquired. . . .
Date Sold . . . Name of Buyer . . .
Sales Price . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . Accumulation Depreciation . . .

Description of Property . . . . . .
Date Acquired . How Acquired . . .
Date Sold . . . Name of Buyer . . .
Sales Price . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . Accumulation Depreciation: . . .

Description of Property . . . . . .
Date Acquired . How Acquired . . .
Date Sold . . . Name of Buyer . . .
Sales Price. . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . Accumulation Depreciation . . .

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Nondividend distribution	1,511.	1,511.	
Class action settlement	207.	207.	
Total	1,718.	1,718.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
2014 estimated tax	4,378.			
Foreign tax paid	1,403.			
Total	5,781.			

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Trustee fees paid in 2015 but cleared in 2016	7,500.
Income earned in 2014 but posted in 2015	3,294.
Foreign tax paid in 2015 but posted in 2016	29.
Total	10,823.

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Contributions made in 2014 but cleared in 2015	10,000.
Income earned in 2015 but posted in 2016	4,073.
Foreign tax paid in 2014 but posted in 2015	36.
Adjustments to basis	3,624.
Balancing adjustment	476.
Total	18,209.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Laurel Advocacy and Referral Services, Inc. 311 Laurel Avenue Laurel MD 20707	N/A	Public	To support donee's activities	Person or Business ☒ 5,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Collaborative Arts Project 21 18 W 18th Street #6 New York NY 10011	N/A	Public	To support donee's activities	Person or ☐ Business ☒ 2,000.
Jesuit Volunteer Corps 801 St Paul Street #2 Baltimore MD 21202	N/A	Public	To support donee's activities	Person or ☐ Business ☒ 600.
Total				7,600.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DLA Piper LLP	Preparation of tax return	4,200.			
Total		4,200.			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SunTrust	Agency Fees	22,576.	22,576.		
Total		22,576.	22,576.		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	 Fair Market Value
See attached statement for SunTrust Account No. 7043627	2,583,027.	3,306,061.

Form 990-PF, Page 2, Part II, Line 10b Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Total	2,583,027.	3,306,061.

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
See attached statement for SunTrust Account No. 7043627	1,359,983.	1,305,214.
Total	1,359,983.	1,305,214.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
See attached statement for SunTrust Account No. 7043627	496,130.	471,169.
Total	496,130.	471,169.

Supporting Statement of:

Form 990-PF,p12/Line 4 Column (d)

Description	Amount
Dividends	102,399.
Capital gain distributions	26,156.
Total	128,555.

Security Class	CUSIP	FMV/Unit	Security		Cost Basis	Fair Market Value	Quantity
EQUITY SECURITIES	73302101	42 37	B/E AEROSPACE INC		8,286 30	13,939 73	329
EQUITY SECURITIES	247361702	50 69	DELTA AIR LINES INC		23,802 69	34,418 51	679
EQUITY SECURITIES	594918104	55 48	MICROSOFT CORP		48,406 31	80,723 40	1455
EQUITY SECURITIES	G491BT108	33 48	INVESCO LTD		7,655 13	15,467 76	462
EQUITY SECURITIES	G27823106	85 73	DELPHI AUTOMOTIVE PLC		20,242 77	35,920 87	419
EQUITY SECURITIES	521865204	122 83	LEAR CORP		23,200 15	41,516 54	338
EQUITY SECURITIES	31162100	162 33	AMGEN INC		13,320 17	44,803 08	276
EQUITY SECURITIES	151020104	119 76	CELGENE CORP		21,980 09	29,460 96	246
EQUITY SECURITIES	375558103	101 19	GILEAD SCIENCES INC		16,805 61	16,392 78	162
EQUITY SECURITIES	20030N101	56 43	COMCAST CORP-CL A		29,556 53	44,466 84	788
EQUITY SECURITIES	254687106	105 08	DISNEY WALT CO NEW		9,783 35	52,855 24	503
EQUITY SECURITIES	34964C106	55 5	FORTUNE BRANDS HOME & SECURITY, INC		22,180 60	29,193 00	526
EQUITY SECURITIES	219350105	18 28	CORNING INC		17,805 56	21,277 92	1164
EQUITY SECURITIES	48203R104	27 6	JUNIPER NETWORKS INC		18,670 67	19,706 40	714
EQUITY SECURITIES	37833100	105 26	APPLE INC		11,495 98	70,734 72	672
EQUITY SECURITIES	268648102	25 68	EMC CORP MASS		21,265 16	33,358 32	1299
EQUITY SECURITIES	343412102	47 22	FLUOR CORP		16,372 62	16,668 66	353
EQUITY SECURITIES	693718108	47 4	PACCAR INC		11,385 03	11,423 40	241
EQUITY SECURITIES	14040H105	72 18	CAPITAL ONE FINANCIAL CORP		24,039 56	33,708 06	467
EQUITY SECURITIES	92826C839	77 55	VISA INC CL A		8,042 73	37,611 75	485
EQUITY SECURITIES	60505104	16 83	BANK OF AMERICA CORP		27,507 08	44,582 67	2649
EQUITY SECURITIES	693475105	95 31	PNC FINANCIAL SERVICES GROUP		20,846 08	35,455 32	372
EQUITY SECURITIES	949746101	54 36	WELLS FARGO & CO		19,952 60	43,596 72	802
EQUITY SECURITIES	277432100	67 51	EASTMAN CHEMICAL CO		18,244 12	15,054 73	223
EQUITY SECURITIES	N53745100	86 9	LYONDELLBASELL INDUSTRIES NV		21,105 87	30,415 00	350
EQUITY SECURITIES	126650100	97 77	CVS HEALTH CORP		15,969 50	59,346 39	607
EQUITY SECURITIES	65339F101	103 89	NEXTERA ENERGY INC		26,372 75	25,037 49	241
EQUITY SECURITIES	H84989104	64 61	TE CONNECTIVITY LIMITED		14,816 42	19,124 56	296
EQUITY SECURITIES	26875P101	70 79	EOG RES INC		21,411 06	16,210 91	229
EQUITY SECURITIES	501044101	41 83	KROGER CO		31,718 06	51,325 41	1227
EQUITY SECURITIES	46429B267	25 06	ISHARES TREASURY BOND ETF		348,896 25	345,101 26	13771
EQUITY SECURITIES	3 07E+108	103 71	AMERISOURCEBERGEN CORP		18,462 43	16,904 73	163
EQUITY SECURITIES	437076102	132 25	HOME DEPOT INC		8,166 40	50,255 00	380
EQUITY SECURITIES	34354P105	42 08	FLOWSERVE CORP		8,623 65	13,255 20	315
EQUITY SECURITIES	166764100	89 96	CHEVRON CORPORATION		15,177 93	22,490 00	250
EQUITY SECURITIES	674599105	67 61	OCCIDENTAL PETE CORP		28,931 12	26,841 17	397
EQUITY SECURITIES	92343V104	46 22	VERIZON COMMUNICATIONS		15,845 71	26,068 08	564
EQUITY SECURITIES	02079K305	778 01	ALPHABET INC CL A		7,870 60	32,676 42	42
EQUITY SECURITIES	02079K107	758 88	ALPHABET INC CL C		11,696 24	39,461 76	52
EQUITY SECURITIES	46434V738	42 24	ISHARES CORE MSCI EUROPE ETF		206,222 19	205,032 96	4854
EQUITY SECURITIES	46434V696	47 72	ISHARES CORE MSCI PACIFIC ETF		103,809 60	103,075 20	2160
EQUITY SECURITIES	38141G104	180 23	GOLDMAN SACHS GROUP INC		17,100 24	24,331 05	135
EQUITY SECURITIES	617446448	31 81	MORGAN STANLEY		13,460 66	27,960 99	879
EQUITY SECURITIES	534187109	50 26	LINCOLN NATL CORP		19,818 97	19,701 92	392
EQUITY SECURITIES	125509109	146 33	CIGNA CORP		40,713 54	54,288 43	371
EQUITY SECURITIES	416515104	43 46	HARTFORD FINL SVCS GROUP INC		13,355 97	23,946 46	551
EQUITY SECURITIES	G6359F103	8 51	NABORS INDUSTRIES LTD		27,116 97	19,053 89	2239
EQUITY SECURITIES	57224107	46 15	BAKER HUGHES INC		25,153 29	17,998 50	390
EQUITY SECURITIES	13342B105	63 2	CAMERON INTERNATIONAL CORP		19,208 55	28,250 40	447
EQUITY SECURITIES	806857108	69 75	SCHLUMBERGER LTD		23,299 82	28,597 50	410
EQUITY SECURITIES	902494103	53 33	TYSON FOODS INC CL A		27,409 87	32,797 95	615
EQUITY SECURITIES	2824100	44 91	ABBOTT LABS		10,280 80	21,107 70	470
EQUITY SECURITIES	58933Y105	52 82	MERCK & CO INC		21,188 36	40,354 48	764
EQUITY SECURITIES	717081103	32 28	PFIZER INC		29,135 39	43,900 80	1360
EQUITY SECURITIES	20002101	62 09	ALLSTATE CORP		13,006 99	20,986 42	338
EQUITY SECURITIES	907818108	78 2	UNION PAC CORP		5,764 35	19,471 80	249
EQUITY SECURITIES	174610105	26 19	CITIZENS FINANCIAL GROUP INC		28,192 06	27,866 16	1064
EQUITY SECURITIES	482480100	69 35	KLA-TENCOR CORP		15,961 32	21,567 85	311
EQUITY SECURITIES	458140100	34 45	INTEL CORP		29,336 01	48,057 75	1395
EQUITY SECURITIES	278865100	114 38	ECOLAB INC		12,407 85	23,905 42	209
MUTUAL FUNDS	94987W737	10 16	WELLS FARGO ADVANTAGE ABSOLUTE	RETURN FUND	112,729 77	103,020 83	10139 845
MUTUAL FUNDS	258620103	10 78	DOUBLELINE TOTAL RETURN BOND FUND		276,052 00	264,601 51	24545 595
MUTUAL FUNDS	742935489	10 66	OSTERWEIS STRATEGIC INCOME FUND		198,362 88	179,213 70	16811 792
MUTUAL FUNDS	722005816	9 92	PIMCO INVESTMENT GRADE CORPORATE	BOND FUND	376,913 14	357,650 09	36053 436
MUTUAL FUNDS	360873137	12 31	GOTHAM ABSOLUTE RETURN FUND		383,400 00	368,147 73	29906 396
MUTUAL FUNDS	92206C755	21 08	VANGUARD MORTGAGE-BACKED SECURITIES	INDEX FUND	159,758 94	158,647 30	7525 963
MUTUAL FUNDS	00770G847	17 77	JOHCM INTERNATIONAL SELECT FUND		364,516 16	363,697 47	20466 937
MUTUAL FUNDS	683974505	29 99	OPPENHEIMER DEVELOPING MARKETS	FUND	94,645 33	103,442 80	3449 243
MUTUAL FUNDS	921075438	13 01	VAN ECK EMERGING MARKETS FUND		104,038 32	103,087 48	7923 711
MUTUAL FUNDS	277902698	25 92	EATON VANCE ATLANTA CAPITAL SMID	CAP FUND	138,363 66	158,102 88	6099 648
MUTUAL FUNDS	56063J716	30 8	MAINSTAY ICAP INTERNATIONAL FUND		260,296 29	262,598 27	8525 918
MUTUAL FUNDS	105262737	12 76	BRANDES INTERNATIONAL SMALL CAP	EQUITY FUND	113,145 46	106,459 05	8343 186
MUTUAL FUNDS	779917103	25 7	T ROWE PRICE DIVERSIFIED SMALL-CAP	GROWTH FUND INC	36,829 72	53,713 41	2090 016
MUTUAL FUNDS	0075W0593	16 72	CAMBIAR SMALL CAP FUND		62,234 74	50,956 56	3047 641
MISCELLANEOUS ASSETS	997001FA5	0 000001	CLASS ACTION PENDING	AMERICAN INTL GROUP	0	0	1
MISCELLANEOUS ASSETS	997001VB5	0 000001	CLASS ACTION PENDING	HEWLET PACKARD	0	0	1
MISCELLANEOUS ASSETS	997001VJ8	0 000001	CLASS ACTION PENDING	JOHNSON & JOHNSON	0	0	1
						5,082,443 47	