EXTENDED TO NOVEMBER 15, 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation
VICTORY FOUNDATION 042165
C/O WILMINGTON TRUST COMPANY

A Employer identification number
52-6854620

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1100 NORTH MARKET STREET

B Telephone number
(302)651-1437

City or town, state or province, country, and ZIP or foreign postal code
WILMINGTON, DE 19890-0001

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 11,890,722.

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

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

SCANNED NOV 29 2016

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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).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	430.	430.		STATEMENT 1
4 Dividends and interest from securities	265,201.	265,201.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,206,209.			
b Gross sales price for all assets on line 6a 3,524,711.				
7 Capital gain net income (from Part IV, line 2)		1,206,209.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	1,471,840.	1,471,840.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees STMT 3	37,398.	28,161.		9,237.
17 Interest				
18 Taxes STMT 4	18,004.	5,145.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	483.	483.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	55,885.	33,789.		9,237.
25 Contributions, gifts, grants paid	2,693,992.			2,693,992.
26 **Total expenses and disbursements.** Add lines 24 and 25	2,749,877.	33,789.		2,703,229.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<1,278,037.>			
b **Net investment income** (if negative, enter -0-)		1,438,051.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

523501 11-24-15 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2015)

11061109 758259 042165-000 2015.04030 VICTORY FOUNDATION 042165-1

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	422,960.	168,659.	168,659.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	6,678,068.	5,654,940.	11,722,063.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,101,028.	5,823,599.	11,890,722.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	7,101,028.	5,823,599.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	7,101,028.	5,823,599.	
	31	**Total liabilities and net assets/fund balances**	7,101,028.	5,823,599.	

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	7,101,028.
2	Enter amount from Part I, line 27a	2	<1,278,037.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	611.
4	Add lines 1, 2, and 3	4	5,823,602.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,823,599.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE	P		
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	3,524,711.		2,318,502.	1,206,209.
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				1,206,209.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 1,206,209.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	588,533.	14,212,886.	.041408
2013	548,281.	12,351,373.	.044390
2012	417,557.	10,539,701.	.039618
2011	239,191.	9,022,449.	.026511
2010	223,653.	4,826,060.	.046343

2	**Total** of line 1, column (d)	2	.198270
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	.039654
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	12,300,336.
5	Multiply line 4 by line 3	5	487,758.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,381.
7	Add lines 5 and 6	7	502,139.
8	Enter qualifying distributions from Part XII, line 4	8	2,703,229.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	14,381.
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	14,381.
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	14,381.
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 12,480.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 9,500.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	21,980.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	7,599.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 7,599. **Refunded** ▶		11	0.

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ WILLMINGTON TRUST CO, Telephone no. ▶ (302) 651-1847

Located at ▶ 1100 MARKET STREET, WILMINGTON, DE ZIP+4 ▶ 19890-0900

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☒ Yes ☐ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	X
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
VICTORIA MCNEIL LE VINE 506 OLD GULPH ROAD BRYN MAWR, PA 19010	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	12,177,516.
b	Average of monthly cash balances			1b	310,135.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	12,487,651.
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	12,487,651.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	187,315.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	12,300,336.
6	**Minimum investment return.** Enter 5% of line 5			6	615,017.

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	615,017.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	14,381.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	14,381.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	600,636.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	600,636.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	600,636.

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	2,703,229.
b	Program-related investments - total from Part IX-B	1b	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)	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	2,703,229.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	14,381.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,688,848.

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				600,636.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			693,838.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 ____				
b From 2011 ____				
c From 2012 ____				
d From 2013 ____				
e From 2014 ____				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 2,703,229.				
a Applied to 2014, but not more than line 2a			693,838.	
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				600,636.
e Remaining amount distributed out of corpus	1,408,755.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,408,755.			
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 instr.			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	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,408,755.			
10 Analysis of line 9:				
a Excess from 2011 ____				
b Excess from 2012 ____				
c Excess from 2013 ____				
d Excess from 2014 ____				
e Excess from 2015 1,408,755.				

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).)

VICTORIA MCNEIL LE VINE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
AGNES IRWIN FOR THE VISUAL AND PERFORMING ARTS PROGRAM 275 S ITHAN AVE BRYN MAWR, PA 19010	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
ARDEN THEATER COMPANY 40 N. 2ND STREET PHILADELPHIA, PA 19106	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,400.
ART SANCTUARY 628 SOUTH 16TH STREET PHILADELPHIA, PA 19146	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500.
BROADWAY DREAMS FOUNDATION 8965 BROCKHAM WAY ALPHARETTA, GA 30022	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	220,000.
BUCKS COUNTY PLAYHOUSE 12 W. MECHANICS ST. - UNIT 2A NEW HOPE, PA 18938	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,693,992.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	430.	
4 Dividends and interest from securities			14	265,201.	
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	1,206,209.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,471,840.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,471,840.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Victoria M Le Vine 11/10/16 TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES J BROGAN III	James J Brogan III	11/09/16		P00417357
Firm's name ▶ WILMINGTON TRUST COMPANY			Firm's EIN ▶ 51-0055023	
Firm's address ▶ TRUST TAX SERVICES DE3-C070 1100 N MARKET ST WILMINGTON, DE 19890-			Phone no. (302) 651-1056	

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address NO. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
LE VINE FAMILY FOUNDATION 506 GULPH ROAD BRYN MAWR, PA 19010	50,000.	04/27/15	50,000.	11/02/16

Purpose of Grant

GRANTS ONLY TO BE USED FOR CHARITABLE PURPOSES - GRANT PROVIDED TO THE EPISCOPAL ACADEMY IN NEWTOWN SQUARE, PA. CHARITABLE GRANT FOR THE PURPOSE OF INFRASTRUCTURE TO THE SCHOOL'S AUDIO/VIDEO PROGRAM.

Date of Reports by Grantee	Diversions by Grantee
10/1/2016	NONE - ALL FUNDS WERE USED FOR CHARITY.

Results of Verification

FUNDS WERE DISTRIBUTED AND USED FOR INTENDED CHARITABLE PURPOSE. DATES AND TRANSFERS HAVE BEEN VERIFIED AND EXPENDITURE RESPONSIBILITY STATEMENTS HAVE BEEN RECEIVED.

Recipient's Name and Address NO. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
LE VINE FAMILY FOUNDATION 506 GULPH ROAD BRYN MAWR, PA 19010	50,000.	04/30/15	50,000.	11/02/16

Purpose of Grant

GRANTS ONLY TO BE USED FOR CHARITABLE PURPOSES - GRANT PROVIDED TO THE SPRINGSIDE CHESTNUT HILL ACADEMY IN PHILADELPHIA, PA. CHARITABLE GRANT FOR THE PURPOSE OF BUILDING A DIGITAL MEDIA LAB. THE SCHOOL HAS ACKNOWLEDGED THE GIFT AND CONSTRUCTION ON THE LAB HAS BEGUN. THEY ARE RENOVATING AND PURCHASING NEW EQUIPMENT AND TECHNOLOGY.

Date of Reports by Grantee	Diversions by Grantee
10/1/2016	NONE - ALL FUNDS WERE USED FOR CHARITY.

Results of Verification

FUNDS WERE DISTRIBUTED AND USED FOR INTENDED CHARITABLE PURPOSE. DATES AND TRANSFERS HAVE BEEN VERIFIED AND EXPENDITURE RESPONSIBILITY STATEMENTS HAVE BEEN RECEIVED.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAPA HOME AND SCHOOL ASSOCIATION 901 S. BROAD STREET PHILADELPHIA, PA 19147	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500.
CURTIS INSTITUTE OF MUSIC 1726 LOCUST STREET PHILADELPHIA, PA 19103	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500.
ENCHANTMENT THEATER COMPANY 100 S. BROAD STREET, SUITE 1318 PHILADELPHIA, PA 19110	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
EPISCOPAL ACADEMY FOR THE VISUAL AND PERFORMING ARTS PROGRAM. 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
GESU SCHOOL 1700 W. THOMASON ST. PHILADELPHIA, PA 19121	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500.
LE VINE FAMILY FOUNDATION 506 GULPH ROAD BRYN MAWR, PA 19010	SEPARATE 501(C)3 FOUND. - HAS RELATED DONORS AND TRUSTEE	501C3 GRANT MAKING FOUNDATION	GRANT MADE TO THE LE VINE FAMILY FOUNDATION TO BE RE-GRANTED BY THE FOUNDATION ONLY FOR CHARITABLE	2,000,000.
PATH FUND, INC 265 WEST 30TH STREET NEW YORK, NY 10001	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
PENNSYLVANIA ACADEMY OF THE FINE ARTS 128 N. BROAD STREET PHILADELPHIA, PA 19102	NONE	OTHER PUBLIC CHARITY	GRANT TO SUPPORT SCHOOL PARTNERSHIP PROGRAM	80,000.
PHILADELPHIA CULTURAL ALLIANCE 1315 WALNUT STREET, SUITE 732 PHILADELPHIA, PA 19107	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
PHILADELPHIA MURAL ARTS ADVOCATES 1729 MOUNT VERNON STREET PHILADELPHIA, PA 19130	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000.
Total from continuation sheets				2,450,092.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PHILADELPHIA MUSEUM OF ART BENJ FRANKLIN PARKWAY AND 26TH PHILADELPHIA, PA 19130	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	83,000.
PHILADELPHIA THEATRE COMPANY 480 S. BROAD STREET PHILADELPHIA, PA 19146	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
PIG IRON THEATRE COMPANY 1417 N. 2ND ST. PHILADELPHIA, PA 19122	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000.
SAMUEL S FLEISHER ART MEMORIAL 719 CATHERINE ST PHILADELPHIA, PA 19147	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
THE BARNES FOUNDATION FOR ART 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
THE KENNEDY CENTER PO BOX 101510 ARLINGTON, VA 22210	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	60,092.
THE LAWRENCEVILLE SCHOOL HOGATE HALL BOX 6125 LAWRENCEVILLE, NJ 08648	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000.
THE PRINCESS GRACE FOUNDATION 150 E 58TH ST #2504 NEW YORK, NY 10155	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	57,000.
THE SALVATION ARMY 701 N. BROAD STREET PHILADELPHIA, PA 19123	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000.
THE VILLAGE 452 S. ROBERTS RD ROSEMONT, PA 19010	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

523631
04-01-15

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THEATER HORIZON 104 DEKALB ST NORRISTOWN, PA 19401	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	12,500.
THEATER PHILADELPHIA PO BOX 373 PHILADELPHIA, PA 19105	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
WAYNE ARTS CENTER 413 MAPLEWOOD ROAD WAYNE, PA 19087	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - LE VINE FAMILY FOUNDATION

GRANT MADE TO THE LE VINE FAMILY FOUNDATION TO BE RE-GRANTED BY THE FOUNDATION ONLY FOR CHARITABLE PURPOSES. FUNDS CAN ONLY BE USED FOR CHARITABLE EXPENDITURES. EXPENDITURE RESPONSIBILITY RECEIVED AND INCLUDED WITH RETURN.

Investment Detail

Account: 042165-000 CUST/TT/THE VICTORY FOUNDATION
Across Account(s) Combine Principal and Income
As of Date 12/31/2015

Category	Description	Federal Tax Cost	Market Value
Equity	3M CO	94,516 41	177,303 28
Equity	ADOBE SYSTEMS COMMON	50,491 83	172,661 72
Equity	AIR PRODUCTS & CHEMICALS INC	114,018 68	179,421 69
Equity	ALPHABET INC CL A	50,719 54	131,483 69
Equity	ALPHABET INC CL C	68,554 83	173,024 64
Equity	AMAZON COM INC	76,347 02	273,059 56
Equity	AMERICAN EXPRESS CO	103,197 93	150,923 50
Equity	APPLE INC	86,075 27	166,521 32
Equity	ARISTA NETWORKS INC	6,149 00	11,131 12
Equity	BECTON DICKINSON & CO COM	80,070 86	166,879 47
Equity	BORG WARNER INC COM	121,455 63	118,147 59
Equity	CANADIAN NATURAL RESOURCES LTD	126,775 27	95,724 55
Equity	CANADIAN PACIFIC RAILWAY LTD	111,858 48	142,784 40
Equity	CARMAX INC	83,973 56	76,637 40
Equity	CATERPILLAR INC	130,575 06	97,658 52
Equity	CERNER CORP	164,293 99	153,734 35
Equity	CISCO SYSTEMS INC	127,638 13	191,252 67
Equity	COMCAST CORP CLASS A	67,662 88	177,303 06
Equity	COSTCO WHOLESALE CORP COM	94,176 92	182,979 50
Equity	DANONE SPONSORED ADR	146,655 80	132,779 16
Equity	WALT DISNEY CO	49,290 11	147,742 48
Equity	ECOLAB INC COM	145,364 98	147,664 58
Equity	FACEBOOK INC-A	46,404 45	136,371 98
Equity	FEDEX CORP COM	91,218 07	166,719 81
Equity	JOHNSON & JOHNSON	0 00	3,838,132 80
Equity	JPMORGAN CHASE & CO	197,270 23	233,283 99
Equity	MCGRAW HILL FINANCIAL INC	103,554 17	154,277 70
Equity	MICROSOFT CORP	93,630 47	202,945 84
Equity	MONSANTO COMPANY	102,907 91	140,391 00
Equity	NESTLE SA SPONSORED ADR	225,865 37	297,680 00
Equity	NIKE INC CL B	93,871 55	152,000 00
Equity	NORWEGIAN CRUISE LINE HOLDINGS	78,416 28	139,702 40
Equity	NOVARTIS AG SPONSORED ADR	101,942 94	160,034 40
Equity	PACCAR INC COM	159,377 70	127,648 20
Equity	PAYPAL HOLDINGS INC	95,031 59	129,306 40
Equity	PEPSICO INC COM	116,718 24	183,253 28
Equity	PROCTER & GAMBLE CO COM	69,313 20	86,795 13
Equity	PROGRESSIVE CORP COM	108,930 07	185,902 80
Equity	RALPH LAUREN CORP	164,413 78	141,356 64
Equity	ROCHE HLDG LTD SPONSORED ADR	96,988 62	169,661 34
Equity	ROPER TECHNOLOGIES, INC	166,828 12	180,869.87
Equity	SCHLUMBERGER LTD	187,959 70	150,450 75
Equity	SOUTHWESTERN ENERGY COMPANY	207,133 79	66,613 59
Equity	TEXAS INSTRUMENTS INC	118,275 67	219,294 81
Equity	TIFFANY & CO	144,475 94	158,988 36

Investment Detail

Account: 042165-000 CUST/TT/THE VICTORY FOUNDATION
Across Account(s) Combine Principal and Income
As of Date 12/31/2015

Category	Description	Federal Tax Cost	Market Value
Equity	U S BANCORP DEL COM NEW	131,751 50	194,361 85
Equity	UNION PACIFIC CORP COM	78,852 76	122,070 20
Equity	UNITEDHEALTH GROUP INC	124,308 19	142,109 12
Equity	W W GRAINGER INC COM	168,944 34	189,624 24
Equity	WELLS FARGO & CO	88,427 83	191,455 92
Equity	WORKDAY INC-A	81,427 59	85,098 24
Equity	YUM! BRANDS INC	110,838 14	108,844 50
TOTAL Equity		**5,654,940.39**	**11,722,063.41**
Cash & Currency	US DOLLAR CURRENCY	545 44	545 44
Cash & Currency	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	168,113 55	168,113 55
TOTAL Cash & Currency		**168,658.99**	**168,658.99**
		5,823,599.38	**11,890,722.40**

TAX PREPARER 184
TRUST ADMINISTRATOR 526
INVESTMENT OFFICER 1292

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	8949
272 0000 CANADIAN PACIFIC RAILWAY LTD - 13645T100 - MINOR = 44									
SOLD		01/13/2015	48343 77						
ACQ	228.0000	08/14/2012	40523 45	19278 86	21244 59	0 00	LT		F
	44 0000	08/13/2012	7820 32	3720 41	4099 91	0 00	LT		F
387 0000 ADOBE SYSTEMS COMMON - 00724F101 - MINOR = 31001									
SOLD		02/10/2015	28114 92						
ACQ	387 0000	11/25/2014	28114 92	27938 61	176 31	0 00	ST		C
231 0000 AIR PRODUCTS & CHEMICALS INC - 009158106 - MINOR = 3101									
SOLD		02/10/2015	34483 90						
ACQ	176 0000	11/08/2011	26273 45	15199 98	11073 47	0 00	LT	Y	F
	55 0000	09/26/2012	8210 45	4567 29	3643 16	0 00	LT		F
660 0000 ALTERA CORP COM - 021441100 - MINOR = 31001									
SOLD		02/10/2015	22412 51						
ACQ	638 0000	12/03/2013	21665 43	20510 74	1154 69	0 00	LT		F
	22 0000	12/04/2012	747 08	707 21	39 87	0 00	LT		F
94 0000 AMAZON COM INC - 023135106 - MINOR = 43									
SOLD		02/10/2015	35112 92						
ACQ	94 0000	04/21/2014	35112 92	31059 86	4053 06	0 00	ST		C
364 0000 AMERICAN EXPRESS CO - 025816109 - MINOR = 31001									
SOLD		02/10/2015	31110 39						
ACQ	364 0000	11/08/2011	31110 39	18598 40	12511 99	0 00	LT	Y	F
265 0000 APPLE INC - 037833100 - MINOR = 31001									
SOLD		02/10/2015	32233 88						
ACQ	127 0000	11/08/2011	15447 93	7336 97	8110 96	0 00	LT	Y	F
	138 0000	11/17/2011	16785 95	7525 73	9260 22	0 00	LT	Y	F
24 0000 ARISTA NETWORKS INC - 040413106 - MINOR = 43									
SOLD		02/10/2015	1526 12						
ACQ	24 0000	06/06/2014	1526 12	1032 00	494 12	0 00	ST		C
181 0000 BECTON DICKINSON & CO COM - 075887109 - MINOR = 43									
SOLD		02/10/2015	25619 98						
ACQ	181 0000	11/08/2011	25619 98	13469 06	12150 92	0 00	LT	Y	F
518 0000 CIT GROUP INC - 125581801 - MINOR = 43									
SOLD		02/10/2015	23620 11						
ACQ	518 0000	01/22/2014	23620 11	25864 41	-2244 30	0 00	LT		F
549 0000 CANADIAN NATURAL RESOURCES LTD - 136385101 - MINOR = 44									
SOLD		02/10/2015	16804 51						
ACQ	391 0000	11/17/2011	11968 24	14728 97	-2760 73	0 00	LT	Y	F
	158 0000	11/08/2011	4836 27	5923 42	-1087 15	0 00	LT	Y	F
142 0000 CANADIAN PACIFIC RAILWAY LTD - 13645T100 - MINOR = 44									
SOLD		02/10/2015	26561 50						
ACQ	63 0000	08/13/2012	11784 33	5326 95	6457 38	0 00	LT		F
	79 0000	08/10/2012	14777 17	6677 17	8100 00	0 00	LT		F
185 0000 CARBO CERAMICS INC COMMON - 140781105 - MINOR = 43									
SOLD		02/10/2015	6868 89						
ACQ	185 0000	08/12/2014	6868 89	20134 69	-13265 80	0 00	ST		C
238 0000 CARMAX INC - 143130102 - MINOR = 43									
SOLD		02/10/2015	15526 77						
ACQ	238 0000	12/11/2014	15526 77	14297 30	1229 47	0 00	ST		C
241 0000 CATERPILLAR INC - 149123101 - MINOR = 31001									
SOLD		02/10/2015	20250 78						
ACQ	184 0000	11/17/2011	15461 18	17516 80	-2055 62	0 00	LT	Y	F
	57 0000	11/30/2011	4789 60	5420 27	-630 67	0 00	LT	Y	F
321.0000 CERNER CORP - 156782104 - MINOR = 43									
SOLD		02/10/2015	21477 63						
ACQ	178 0000	12/29/2014	11909 71	11741 79	167 92	0 00	ST		C
	143 0000	12/26/2014	9567 92	9418 08	149 84	0 00	ST		C
210 0000 CHART INDUSTRIES INC - 16115Q308 - MINOR = 43									
SOLD		02/10/2015	6270 47						
ACQ	96 0000	09/24/2014	2866 50	6160 99	-3294 49	0 00	ST		C
	96 0000	09/26/2014	2866 50	6138 44	-3271 94	0 00	ST		C
	18 0000	09/25/2014	537 47	1150 36	-612 89	0 00	ST		C
1181 0000 CISCO SYS INC COM - 17275R102									
SOLD		02/10/2015	32445 37						
ACQ	1181 0000	11/17/2011	32445 37	21931 17	10514 20	0 00	LT	Y	F
646 0000 COMCAST CORP NEW A - 20030N101 - MINOR = 29									
SOLD		02/10/2015	37002 06						
ACQ	646 0000	11/30/2011	37002 06	14535 00	22467 06	0 00	LT	Y	F
190 0000 COSTCO WHOLESALE CORP COM - 22160K105 - MINOR = 31000									
SOLD		02/10/2015	28085 17						
ACQ	190 0000	11/30/2011	28085 17	16189 44	11895 73	0 00	LT	Y	F
1637 0000 DANONE - SPONS ADR - 23636T100 - MINOR = 44									
SOLD		02/10/2015	21706 14						
ACQ	1637 0000	10/29/2013	21706 14	25304 41	-3598 27	0 00	LT		F
402 0000 DISNEY WALT CO - 254687106 - MINOR = 31001									
SOLD		02/10/2015	41007 11						
ACQ	172 0000	01/04/2012	17545 33	6645 12	10900 21	0 00	LT	Y	F
	230 0000	01/03/2012	23461 78	8828 32	14633 46	0 00	LT	Y	F
599 0000 EBAY INC COM - 278642103 - MINOR = 31000									
SOLD		02/10/2015	33034 11						
ACQ	599 0000	12/17/2013	33034 11	31589 94	1444 17	0 00	LT		F
364 0000 EMERSON ELECTRIC CO - 291011104 - MINOR = 31001									
SOLD		02/10/2015	20929 53						
ACQ	364 0000	11/08/2011	20929 53	18848 18	2081 35	0 00	LT	Y	F

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TAX PREPARER. 184
TRUST ADMINISTRATOR 526 LEGEND F - FEDERAL S - STATE I - INHERITED
INVESTMENT OFFICER 1292 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	
218 0000 FACEBOOK INC-A - 30303M102 - MINOR = 43									
SOLD		02/10/2015	16386 69						
ACQ	218 0000	05/17/2012	16386 69	8284 00	8102 69	0 00	LT	Y	F
188 0000 FEDEX CORP COM - 31428X106 - MINOR = 31000									
SOLD		02/10/2015	32322 12						
ACQ	70 0000	11/08/2011	12034 83	5721 66	6313 17	0 00	LT	Y	F
	118 0000	11/17/2011	20287 29	9620 17	10667 12	0 00	LT	Y	F
38 0000 GOOGLE INC CL A - 38259P508 - MINOR = 31000									
SOLD		02/10/2015	20329.93						
ACQ	38 0000	11/08/2011	20329 93	11542 85	8787 08	0 00	LT	Y	F
38 0000 GOOGLE INC CLASS C - 38259P706 - MINOR = 43									
SOLD		02/10/2015	20228 85						
ACQ	38 0000	11/08/2011	20228 85	11573 08	8655 77	0 00	LT	Y	F
140 0000 W W GRAINGER INC COM - 384802104 - MINOR = 43									
SOLD		02/10/2015	33274 46						
ACQ	140 0000	11/08/2011	33274 46	25028 86	8245 60	0 00	LT	Y	F
593 0000 JPMORGAN CHASE & CO - 46625H100 - MINOR = 31001									
SOLD		02/10/2015	34654 15						
ACQ	593 0000	01/13/2015	34654 15	35155 18	-501 03	0 00	ST		C
6197 0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001									
SOLD		02/10/2015	619953 38						
ACQ	6197 0000	01/01/2008	619953 38	0 00U	0 00	0 00	LT	Y	F
262 0000 MCGRAW HILL FINANCIAL INC - 580645109 - MINOR = 3101									
SOLD		02/10/2015	25570 63						
ACQ	262 0000	10/10/2013	25570 63	17719 74	7850 89	0 00	LT		F
760 0000 MICROSOFT CORP - 594918104 - MINOR = 31001									
SOLD		02/10/2015	32344 88						
ACQ	408 0000	11/08/2011	17364 09	10966 84	6397 25	0 00	LT	Y	F
	352 0000	11/17/2011	14980 79	9120 25	5860 54	0 00	LT	Y	F
298 0000 MONSANTO COMPANY NEW - 61166W101 - MINOR = 31000									
SOLD		02/10/2015	36078 06						
ACQ	298 0000	11/12/2013	36078 06	32203 19	3874 87	0 00	LT		F
671 0000 NESTLE SA SPONSORED ADR - 641069406 - MINOR = 44									
SOLD		02/10/2015	51679 28						
ACQ	671 0000	11/08/2011	51679 28	38106 09	13573 19	0 00	LT	Y	F
258 0000 NIKE INC CL B - 654106103 - MINOR = 31001									
SOLD		02/10/2015	23939 29						
ACQ	258 0000	08/12/2014	23939 29	19916 83	4022 46	0 00	ST		C
312 0000 NOVARTIS AG ADR - 66987V109 - MINOR = 3161									
SOLD		02/10/2015	31845 13						
ACQ	312 0000	11/08/2011	31845 13	17431 07	14414 06	0 00	LT	Y	F
340 0000 PACCAR INC - 693718108 - MINOR = 43									
SOLD		02/10/2015	21487 52						
ACQ	340 0000	10/09/2014	21487 52	19736 93	1750 59	0 00	ST		C
308 0000 PEPSICO INC COM - 713448108									
SOLD		02/10/2015	29955 41						
ACQ	308 0000	11/30/2011	29955 41	19892 55	10062 86	0 00	LT	Y	F
1174 0000 PETROLEO BRASILEIRO SA ADR - 71654V101 - MINOR = 44									
SOLD		02/10/2015	7454 73						
ACQ	1174 0000	03/20/2014	7454 73	13847 10	-6392 37	0 00	ST		C
363 0000 PROCTER & GAMBLE CO COM - 742718109									
SOLD		02/10/2015	30857 94						
ACQ	363 0000	11/12/2013	30857 94	30087 69	770 25	0 00	LT		F
980 0000 PROGRESSIVE CORP COM - 743315103 - MINOR = 43									
SOLD		02/10/2015	25969 42						
ACQ	980.0000	11/08/2011	25969 42	18669 88	7299 54	0 00	LT	Y	F
907 0000 ROCHE HLDG LTD SPONSORED ADR - 771195104 - MINOR = 30									
SOLD		02/10/2015	29830 57						
ACQ	907 0000	11/08/2011	29830 57	18081 05	11749 52	0 00	LT	Y	F
759 0000 SOUTHWESTERN ENERGY COMPANY - 845467109 - MINOR = 43									
SOLD		02/10/2015	20173 77						
ACQ	759 0000	11/08/2011	20173 77	31354 29	-11180 52	0 00	LT	Y	F
733 0000 TEXAS INSTRUMENTS INC - 882508104 - MINOR = 31001									
SOLD		02/10/2015	40512 01						
ACQ	733 0000	11/08/2011	40512 01	22939 01	17573 00	0 00	LT	Y	F
219 0000 3M CO - 88579Y101									
SOLD		02/10/2015	36221 79						
ACQ	219 0000	11/17/2011	36221 79	17680 20	18541 59	0 00	LT	Y	F
264 0000 TIFFANY & CO - 886547108 - MINOR = 43									
SOLD		02/10/2015	23479 01						
ACQ	57 0000	11/08/2011	5069 33	4392 99	676 34	0 00	LT	Y	F
	207 0000	11/17/2011	18409 68	15721 67	2688 01	0 00	LT	Y	F
602 0000 U S BANCORP DEL COM NEW - 902973304 - MINOR = 31001									
SOLD		02/10/2015	26734 22						
ACQ	602 0000	11/08/2011	26734 22	15537 01	11197 21	0 00	LT	Y	F
324 0000 UNION PACIFIC CORP COM - 907818108 - MINOR = 43									
SOLD		02/10/2015	38785 18						
ACQ	324.0000	11/12/2013	38785 18	25362 78	13422 40	0 00	LT		F
203 0000 UNITEDHEALTH GROUP INC - 91324P102 - MINOR = 31000									
SOLD		02/10/2015	22010.78						
ACQ	203 0000	12/23/2014	22010 78	20895 01	1115 77	0 00	ST		C
591 0000 WELLS FARGO & CO - 949746101									
SOLD		02/10/2015	32102 41						
ACQ	591 0000	11/08/2011	32102.41	15531 48	16570.93	0 00	LT	Y	F

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TAX PREPARER 184
TRUST ADMINISTRATOR 526
INVESTMENT OFFICER 1292

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	
327 0000 YUM' BRANDS INC - 988498101 - MINOR = 31001									
SOLD		02/10/2015	24141 87						
ACQ	327 0000	11/25/2014	24141 87	24993 43	-851 56	0 00	ST		C
400 0000 NORWEGIAN CRUISE LINE HOLDINGS - G66721104 - MINOR = 44									
SOLD		02/10/2015	17615 61						
ACQ	400 0000	05/22/2014	17615 61	13516 00	4099 61	0 00	ST		C
1657 0000 ALTERA CORP COM - 021441100 - MINOR = 31001									
SOLD		02/18/2015	59396 38						
ACQ	1657 0000	12/04/2012	59396 38	53265 59	6130 79	0 00	LT		F
1409 0000 ALTERA CORP COM - 021441100 - MINOR = 31001									
SOLD		02/19/2015	50290 37						
ACQ	1010 0000	12/04/2012	36049 17	32467 26	3581 91	0 00	LT		F
	399 0000	12/02/2013	14241 20	12800 00	1441 20	0 00	LT		F
1001 0000 ALTERA CORP COM - 021441100 - MINOR = 31001									
SOLD		02/20/2015	35963 76						
ACQ	647 0000	12/05/2012	23245 31	20304 93	2940 38	0 00	LT		F
	354 0000	12/02/2013	12718 45	11356 39	1362 06	0 00	LT		F
734 0000 COMCAST CORP NEW A - 20030N101 - MINOR = 29									
SOLD		03/24/2015	42548 60						
ACQ	734 0000	11/30/2011	42548 60	16515 00	26033 60	0 00	LT	Y	F
2238 0000 EMERSON ELECTRIC CO - 291011104 - MINOR = 31001									
SOLD		03/24/2015	127042 88						
ACQ	262 0000	11/08/2011	14872 76	13566 54	1306 22	0 00	LT	Y	F
	1186 0000	11/17/2011	67324 78	59622 95	7701 83	0 00	LT	Y	F
	790 0000	11/30/2011	44845 34	40328 79	4516 55	0 00	LT	Y	F
384 0000 UNION PACIFIC CORP COM - 907818108 - MINOR = 43									
SOLD		03/24/2015	43339 90						
ACQ	38 0000	11/30/2011	4288 84	1949 59	2339 25	0 00	LT	Y	F
	242 0000	11/12/2013	27313 17	18943 81	8369 36	0 00	LT		F
	104 0000	11/17/2011	11737 89	5274 05	6463 84	0 00	LT	Y	F
500 0000 ROCHE HLDG LTD SPONSORED ADR - 771195104 - MINOR = 30									
SOLD		04/27/2015	18254 66						
ACQ	500 0000	11/08/2011	18254 66	9967 50	8287 16	0 00	LT	Y	F
380 0000 TEXAS INSTRUMENTS INC - 882508104 - MINOR = 31001									
SOLD		04/27/2015	21133 31						
ACQ	344 0000	11/08/2011	19131 21	10765 38	8365 83	0 00	LT	Y	F
	36 0000	11/17/2011	2002 10	1111 80	890 30	0 00	LT	Y	F
130 0000 3M CO - 88579Y101									
SOLD		04/27/2015	20604 57						
ACQ	130 0000	11/17/2011	20604 57	10495 10	10109 47	0 00	LT	Y	F
6454 GOOGLE INC CLASS C - 38259P706 - MINOR = 43									
SOLD		05/06/2015	337 53						
ACQ	6454	11/08/2011	337 53	196 02	141 51	0 00	LT	Y	F
403 0000 DISNEY WALT CO - 254687106 - MINOR = 31001									
SOLD		05/18/2015	44463 26						
ACQ	375 0000	01/03/2012	41374 00	14394 00	26980 00	0 00	LT	Y	F
	28 0000	11/17/2011	3089 26	996 96	2092 30	0 00	LT	Y	F
905 0000 MICROSOFT CORP - 594918104 - MINOR = 31001									
SOLD		05/18/2015	43319 11						
ACQ	905 0000	11/17/2011	43319 11	23448 37	19870 74	0 00	LT	Y	F
365 0000 MONSANTO COMPANY NEW - 61166W101 - MINOR = 31000									
SOLD		05/18/2015	43968 00						
ACQ	111 0000	11/12/2013	13371 09	11995 15	1375 94	0 00	LT		F
	254 0000	11/08/2011	30596.91	18729 96	11866 95	0 00	LT	Y	F
478 0000 YUM' BRANDS INC - 988498101 - MINOR = 31001									
SOLD		07/09/2015	42227 13						
ACQ	318 0000	11/25/2014	28092 53	24305 53	3787 00	0 00	ST		C
	160 0000	08/05/2013	14134 60	11925.76	2208 84	0 00	LT		F
82 0000 AMAZON COM INC - 023135106 - MINOR = 43									
SOLD		07/28/2015	43713 50						
ACQ	51 0000	04/21/2014	27187 66	16851 62	10336 04	0 00	LT		F
	31 0000	11/17/2011	16525 84	6416 37	10109 47	0 00	LT	Y	F
75 0000 ADOBE SYSTEMS COMMON - 00724F101 - MINOR = 31001									
SOLD		08/07/2015	6169 39						
ACQ	75 0000	11/25/2014	6169 39	5414 46	754 93	0 00	ST		C
45 0000 AIR PRODUCTS & CHEMICALS INC - 009158106 - MINOR = 3101									
SOLD		08/07/2015	6564 41						
ACQ	45 0000	09/26/2012	6564 41	3736 88	2827 53	0 00	LT		F
16 0000 AMAZON COM INC - 023135106 - MINOR = 43									
SOLD		08/07/2015	8342 08						
ACQ	16 0000	11/17/2011	8342 08	3311 68	5030 40	0 00	LT	Y	F
70 0000 AMERICAN EXPRESS CO - 025816109 - MINOR = 31001									
SOLD		08/07/2015	5593 59						
ACQ	70 0000	11/08/2011	5593.59	3576 62	2016 97	0.00	LT	Y	F
51 0000 APPLE INC - 037833100 - MINOR = 31001									
SOLD		08/07/2015	5866 42						
ACQ	51 0000	11/17/2011	5866 42	2781 25	3085 17	0 00	LT	Y	F
5 0000 ARISTA NETWORKS INC - 040413106 - MINOR = 43									
SOLD		08/07/2015	411 19						
ACQ	5 0000	06/06/2014	411 19	215 00	196 19	0 00	LT		F
35 0000 BECTON DICKINSON & CO COM - 075887109 - MINOR = 43									
SOLD		08/07/2015	5186 90						
ACQ	33 0000	11/08/2011	4890 51	2455 68	2434 83	0 00	LT	Y	F
	2 0000	11/17/2011	296 39	148 44	147 95	0 00	LT	Y	F

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TAX PREPARER 184
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INVESTMENT OFFICER 1292

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	
100 0000 CIT GROUP INC - 125581801 - MINOR = 43									
SOLD		08/07/2015	4641 91						
ACQ	100 0000	01/22/2014	4641 91	4993 13	-351 22	0 00	LT		F
107 0000 CANADIAN NATURAL RESOURCES LTD - 136385101 - MINOR = 44									
SOLD		08/07/2015	2685 65						
ACQ	107 0000	11/08/2011	2685 65	4011 43	-1325 78	0 00	LT	Y	F
36 0000 CANADIAN PACIFIC RAILWAY LTD - 13645T100 - MINOR = 44									
SOLD		08/07/2015	5623 09						
ACQ	36 0000	07/28/2015	5623 09	5640 71	-17 62	0 00	ST		C
37 0000 CARBO CERAMICS INC COMMON - 140781105 - MINOR = 43									
SOLD		08/07/2015	1142 16						
ACQ	35 0000	08/12/2014	1080 42	3809 27	-2728 85	0 00	ST		C
	2 0000	07/11/2012	61 74	151 87	-90 13	0 00	LT		F
46 0000 CARMAX INC - 143130102 - MINOR = 43									
SOLD		08/07/2015	2851 48						
ACQ	46 0000	12/11/2014	2851 48	2763 34	88 14	0 00	ST		C
47 0000 CATERPILLAR INC - 149123101 - MINOR = 31001									
SOLD		08/07/2015	3635 85						
ACQ	47 0000	11/30/2011	3635 85	4469 34	-833 49	0 00	LT	Y	F
62 0000 CERNER CORP - 156782104 - MINOR = 43									
SOLD		08/07/2015	3925 76						
ACQ	30 0000	12/26/2014	1899 56	1975 82	-76 26	0 00	ST-W		C
	32 0000	12/30/2014	2026 20	2098 11	-71 91	0 00	ST-W		C
FOUND UPDATE 09/01/15									
42 0000 CHART INDUSTRIES INC - 16115Q308 - MINOR = 43									
SOLD		08/07/2015	1097 43						
ACQ	42 0000	09/25/2014	1097 43	2684 18	-1586 75	0 00	ST		C
229 0000 CISCO SYS INC COM - 17275R102									
SOLD		08/07/2015	6414 17						
ACQ	229 0000	11/17/2011	6414 17	4252 53	2161 64	0 00	LT	Y	F
102 0000 COMCAST CORP NEW A - 20030N101 - MINOR = 29									
SOLD		08/07/2015	5966 89						
ACQ	102 0000	11/30/2011	5966 89	2295 00	3671 89	0 00	LT	Y	F
37 0000 COSTCO WHOLESALE CORP COM - 22160K105 - MINOR = 31000									
SOLD		08/07/2015	5353 43						
ACQ	37 0000	11/30/2011	5353 43	3152 68	2200 75	0 00	LT	Y	F
317 0000 DANONE - SPONS ADR - 23636T100 - MINOR = 44									
SOLD		08/07/2015	4345 99						
ACQ	317 0000	10/29/2013	4345 99	4900 12	-554 13	0 00	LT		F
65 0000 DISNEY WALT CO - 254687106 - MINOR = 31001									
SOLD		08/07/2015	7054 34						
ACQ	65 0000	11/17/2011	7054 34	2314 38	4739 96	0 00	LT	Y	F
117 0000 EBAY INC COM - 278642103 - MINOR = 31000									
SOLD		08/07/2015	3319 22						
ACQ	117 0000	12/17/2013	3319 22	2494 77	824 45	0 00	LT		F
36 0000 ECOLAB INC COM - 278865100 - MINOR = 43									
SOLD		08/07/2015	4119 04						
ACQ	36 0000	02/20/2015	4119.04	4018 53	100 51	0 00	ST		C
42 0000 FACEBOOK INC-A - 30303M102 - MINOR = 43									
SOLD		08/07/2015	3941 20						
ACQ	42 0000	05/17/2012	3941 20	1596 00	2345 20	0 00	LT	Y	F
36 0000 FEDEX CORP COM - 31428X106 - MINOR = 31000									
SOLD		08/07/2015	5984 88						
ACQ	36 0000	11/17/2011	5984 88	2934 97	3049 91	0 00	LT	Y	F
7 0000 GOOGLE INC CL A - 38259P508 - MINOR = 31000									
SOLD		08/07/2015	4631 74						
ACQ	7 0000	11/08/2011	4631 74	2126 31	2505 43	0 00	LT	Y	F
7 0000 GOOGLE INC CLASS C - 38259P706 - MINOR = 43									
SOLD		08/07/2015	4428 53						
ACQ	7 0000	11/08/2011	4428 53	2126 04	2302 49	0 00	LT	Y	F
27 0000 W W GRAINGER INC COM - 384802104 - MINOR = 43									
SOLD		08/07/2015	6082 44						
ACQ	27.0000	11/08/2011	6082 44	4827 00	1255 44	0 00	LT	Y	F
115 0000 JPMORGAN CHASE & CO - 46625H100 - MINOR = 31001									
SOLD		08/07/2015	7773 88						
ACQ	115 0000	01/13/2015	7773 88	6817 61	956 27	0 00	ST		C
51 0000 MCGRAW HILL FINANCIAL INC - 580645109 - MINOR = 3101									
SOLD		08/07/2015	5114 69						
ACQ	51 0000	10/10/2013	5114 69	3449 26	1665 43	0 00	LT		F
119 0000 MICROSOFT CORP - 594918104 - MINOR = 31001									
SOLD		08/07/2015	5534 58						
ACQ	119 0000	11/17/2011	5534 58	3083 27	2451 31	0 00	LT	Y	F
46 0000 MONSANTO COMPANY NEW - 61166W101 - MINOR = 31000									
SOLD		08/07/2015	4651.89						
ACQ	46 0000	11/08/2011	4651 89	3392 04	1259 85	0 00	LT	Y	F
130 0000 NESTLE SA SPONSORED ADR - 641069406 - MINOR = 44									
SOLD		08/07/2015	9680 92						
ACQ	130.0000	11/08/2011	9680.92	7382 70	2298 22	0 00	LT	Y	F
50 0000 NIKE INC CL B - 654106103 - MINOR = 31001									
SOLD		08/07/2015	5714 89						
ACQ	50 0000	08/12/2014	5714 89	3859 85	1855 04	0 00	ST		C
60 0000 NOVARTIS AG ADR - 66987V109 - MINOR = 3161									
SOLD		08/07/2015	6121 68						
ACQ	60 0000	11/08/2011	6121 68	3352 13	2769 55	0 00	LT	Y	F

TAX PREPARER 184
TRUST ADMINISTRATOR 526
INVESTMENT OFFICER 1292

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION		SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	
87 0000 PACCAR INC - 693718108 - MINOR = 43										
	SOLD		08/07/2015	5470 45						
	ACQ	87 0000	06/02/2015	5470 45	5623 00	-152 55	0 00	ST		C
117 0000 PAYPAL HOLDINGS INC - 70450Y103 - MINOR = 43										
	SOLD		08/07/2015	4532 49						
	ACQ	117.0000	12/17/2013	4532 49	3675 56	856 93	0 00	LT		F
59 0000 PEPSICO INC COM - 713448108										
	SOLD		08/07/2015	5852 10						
	ACQ	59 0000	11/30/2011	5852 10	3810 58	2041 52	0 00	LT	Y	F
228 0000 PETROLEO BRASILEIRO SA ADR - 71654V101 - MINOR = 44										
	SOLD		08/07/2015	1264 38						
	ACQ	228 0000	03/20/2014	1264 38	2689 21	-1424 83	0 00	LT		F
70 0000 PROCTER & GAMBLE CO COM - 742718109										
	SOLD		08/07/2015	5282 80						
	ACQ	70.0000	11/12/2013	5282 80	5802 03	-519 23	0 00	LT		F
191 0000 PROGRESSIVE CORP COM - 743315103 - MINOR = 43										
	SOLD		08/07/2015	5815 84						
	ACQ	191 0000	11/08/2011	5815 84	3638 72	2177 12	0 00	LT	Y	F
30 0000 RALPH LAUREN CORP - 751212101 - MINOR = 43										
	SOLD		08/07/2015	3607 13						
	ACQ	30 0000	03/24/2015	3607 13	4017.25	-410 12	0 00	ST		C
161 0000 ROCHE HLDG LTD SPONSORED ADR - 771195104 - MINOR = 30										
	SOLD		08/07/2015	5654 22						
	ACQ	161 0000	11/08/2011	5654 22	3209 53	2444 69	0 00	LT	Y	F
24 0000 ROPER INDUSTRIES INCORPORATED NEW - 776696106 - MINOR = 31000										
	SOLD		08/07/2015	4020 74						
	ACQ	24 0000	03/30/2015	4020 74	4172 26	-151 52	0 00	ST		C
45 0000 SCHLUMBERGER LIMITED - 806857108 - MINOR = 5020										
	SOLD		08/07/2015	3702 08						
	ACQ	45.0000	05/18/2015	3702 08	4160 97	-458 89	0 00	ST-W		C
FOUND UPDATE 09/01/15										
148 0000 SOUTHWESTERN ENERGY COMPANY - 845467109 - MINOR = 43										
	SOLD		08/07/2015	2504 11						
	ACQ	148 0000	11/08/2011	2504 11	6113 88	-3609 77	0.00	LT	Y	F
130 0000 TEXAS INSTRUMENTS INC - 882508104 - MINOR = 31001										
	SOLD		08/07/2015	6507 68						
	ACQ	130 0000	11/17/2011	6507 68	4014 82	2492 86	0 00	LT	Y	F
38 0000 3M CO - 88579Y101										
	SOLD		08/07/2015	5640 99						
	ACQ	38 0000	11/17/2011	5640 99	3067 80	2573 19	0 00	LT	Y	F
51 0000 TIFFANY & CO - 886547108 - MINOR = 43										
	SOLD		08/07/2015	4751 58						
	ACQ	51 0000	11/17/2011	4751 58	3873 46	878 12	0 00	LT	Y	F
148 0000 U S BANCORP DEL COM NEW - 902973304 - MINOR = 31001										
	SOLD		08/07/2015	6636 19						
	ACQ	148 0000	07/09/2015	6636.19	6387 52	248 67	0 00	ST		C
51 0000 UNION PACIFIC CORP COM - 907818108 - MINOR = 43										
	SOLD		08/07/2015	4712 31						
	ACQ	51 0000	11/17/2011	4712 31	2586 31	2126 00	0 00	LT	Y	F
39 0000 UNITEDHEALTH GROUP INC - 91324P102 - MINOR = 31000										
	SOLD		08/07/2015	4722 81						
	ACQ	39 0000	12/23/2014	4722 81	4014 31	708 50	0 00	ST		C
114 0000 WELLS FARGO & CO - 949746101										
	SOLD		08/07/2015	6520 03						
	ACQ	114 0000	11/08/2011	6520 03	2995 92	3524 11	0 00	LT	Y	F
48 0000 YUM' BRANDS INC - 988498101 - MINOR = 31001										
	SOLD		08/07/2015	4186 01						
	ACQ	48 0000	08/05/2013	4186 01	3577 73	608 28	0 00	LT		F
77.0000 NORWEGIAN CRUISE LINE HOLDINGS - G66721104 - MINOR = 44										
	SOLD		08/07/2015	4651 50						
	ACQ	5 0000	05/22/2014	302 05	168 95	133 10	0 00	LT		F
		72.0000	05/21/2014	4349 45	2422 45	1927 00	0 00	LT		F
3572 0000 EBAY INC COM - 278642103 - MINOR = 31000										
	SOLD		08/18/2015	99069 38						
	ACQ	2491 0000	05/10/2012	69087 86	41495 83	27592 03	0 00	LT	Y	F
		139 0000	12/17/2013	3855 16	2963 87	891 29	0 00	LT		F
		942 0000	09/26/2014	26126 36	20042 54	6083 82	0 00	ST		C
598 0000 DISNEY WALT CO - 254687106 - MINOR = 31001										
	SOLD		08/24/2015	57372 79						
	ACQ	598 0000	11/17/2011	57372 79	21292 27	36080 52	0 00	LT	Y	F
100 0000 PROCTER & GAMBLE CO COM - 742718109										
	SOLD		09/28/2015	7182 26						
	ACQ	100.0000	11/12/2013	7182 26	8288 62	-1106 36	0 00	LT		F
432 0000 PROCTER & GAMBLE CO COM - 742718109										
	SOLD		09/29/2015	31013 75						
	ACQ	3 0000	11/12/2013	215 37	248 66	-33 29	0 00	LT		F
		429 0000	11/08/2011	30798 38	27331 59	3466 79	0 00	LT	Y	F
376 0000 PROCTER & GAMBLE CO COM - 742718109										
	SOLD		10/05/2015	27513 48						
	ACQ	110 0000	11/08/2011	8049 16	7008 10	1041 06	0 00	LT	Y	F
		266 0000	11/17/2011	19464 32	16880 36	2583.96	0 00	LT	Y	F
161 0000 PROCTER & GAMBLE CO COM - 742718109										
	SOLD		10/06/2015	11795 27						
	ACQ	161 0000	11/17/2011	11795 27	10217 06	1578 21	0 00	LT	Y	F

TRUST YEAR ENDING 12/31/2015

TAX PREPARER 184
TRUST ADMINISTRATOR 526
INVESTMENT OFFICER 1292

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC
31 0000 ALPHABET INC CL A - 02079K305 - MINOR = 43								
SOLD		10/08/2015	20525 45					
ACQ	5 0000	11/08/2011	3310 56	1518 80	1791 76	0 00	LT	Y F
	26 0000	11/17/2011	17214 89	7861 18	9353 71	0 00	LT	Y F
37 0000 AMAZON COM INC - 023135106 - MINOR = 43								
SOLD		10/08/2015	19609 60					
ACQ	37 0000	11/17/2011	19609 60	7658 25	11951 35	0 00	LT	Y F
14 0000 ALPHABET INC CL A - 02079K305 - MINOR = 43								
SOLD		10/09/2015	9397 47					
ACQ	14 0000	11/17/2011	9397 47	4232 94	5164 53	0 00	LT	Y F
18 0000 AMAZON COM INC - 023135106 - MINOR = 43								
SOLD		10/09/2015	9684 51					
ACQ	18 0000	11/17/2011	9684 51	3725 63	5958 88	0 00	LT	Y F
14 0000 ALPHABET INC CL A - 02079K305 - MINOR = 43								
SOLD		10/12/2015	9430 94					
ACQ	14 0000	11/17/2011	9430 94	4232 94	5198 00	0 00	LT	Y F
20 0000 AMAZON COM INC - 023135106 - MINOR = 43								
SOLD		10/12/2015	10939 23					
ACQ	20 0000	11/17/2011	10939 23	4139 59	6799 64	0 00	LT	Y F
325 0000 CARBO CERAMICS INC COMMON - 140781105 - MINOR = 43								
SOLD		10/15/2015	7076 51					
ACQ	34 0000	07/11/2012	740 31	2581 75	-1841 44	0 00	LT	F
	291 0000	06/28/2012	6336 20	21835.65	-15499 45	0 00	LT	F
381.0000 CARBO CERAMICS INC COMMON - 140781105 - MINOR = 43								
SOLD		10/16/2015	8037 46					
ACQ	100 0000	06/25/2012	2109 57	7305.94	-5196 37	0 00	LT	Y F
	120 0000	06/26/2012	2531 48	8778 24	-6246 76	0 00	LT	Y F
	130 0000	06/27/2012	2742 44	9716 93	-6974 49	0 00	LT	F
	9 0000	06/28/2012	189 86	675.33	-485 47	0 00	LT	F
	22 0000	10/07/2014	464 11	1229 26	-765 15	0 00	LT	F
398 0000 CARBO CERAMICS INC COMMON - 140781105 - MINOR = 43								
SOLD		10/19/2015	7911 25					
ACQ	398 0000	10/07/2014	7911 25	22238 41	-14327 16	0 00	LT	F
543 0000 CIT GROUP INC - 125581801 - MINOR = 43								
SOLD		10/27/2015	24086 70					
ACQ	543 0000	01/22/2014	24086 70	27112 70	-3026 00	0 00	LT	F
977 0000 CIT GROUP INC - 125581801 - MINOR = 43								
SOLD		10/28/2015	43513 30					
ACQ	310 0000	01/22/2014	13806 68	15478 70	-1672 02	0 00	LT	F
	667 0000	01/21/2014	29706 62	33097 47	-3390 85	0 00	LT	F
760 0000 CIT GROUP INC - 125581801 - MINOR = 43								
SOLD		10/29/2015	33639 87					
ACQ	571 0000	01/21/2014	25274 17	28333 82	-3059 65	0 00	LT	F
	189.0000	11/18/2014	8365 70	9311.45	-945 75	0 00	ST	C
806 0000 CIT GROUP INC - 125581801 - MINOR = 43								
SOLD		10/30/2015	34710 88					
ACQ	170 0000	11/18/2014	7321 15	8375 37	-1054 22	0 00	ST	C
	429 0000	11/19/2014	18475 15	20970 42	-2495 27	0 00	ST	C
	207 0000	11/20/2014	8914 58	10187 84	-1273 26	0 00	ST	C
468 0000 ADOBE SYSTEMS COMMON - 00724F101 - MINOR = 31001								
SOLD		11/02/2015	41979 15					
ACQ	231 0000	11/25/2014	20720 48	16676 54	4043 94	0 00	ST	C
	237 0000	11/17/2011	21258 67	6650 72	14607 95	0 00	LT	Y F
324 0000 NIKE INC CL B - 654106103 - MINOR = 31001								
SOLD		11/13/2015	39623 95					
ACQ	324 0000	08/12/2014	39623 95	25011 83	14612 12	0 00	LT	F
187 0000 CHART INDUSTRIES INC - 16115Q308 - MINOR = 43								
SOLD		12/02/2015	4045 22					
ACQ	118 0000	09/25/2014	2552 60	7541 28	-4988 68	0 00	LT	F
	69 0000	09/29/2014	1492 62	4337 44	-2844 82	0 00	LT	F
6983 0000 PETROLEO BRASILEIRO SA ADR - 71654V101 - MINOR = 44								
SOLD		12/02/2015	26936 42					
ACQ	4423 0000	03/19/2014	17061 40	50511 54	-33450 14	0 00	LT	F
	2560 0000	03/20/2014	9875 02	30194 69	-20319 67	0 00	LT	F
267 0000 CHART INDUSTRIES INC - 16115Q308 - MINOR = 43								
SOLD		12/03/2015	5446 16					
ACQ	267 0000	09/29/2014	5446 16	16783 99	-11337 83	0 00	LT	F
300 0000 CHART INDUSTRIES INC - 16115Q308 - MINOR = 43								
SOLD		12/04/2015	5967 81					
ACQ	173 0000	09/23/2014	3441 44	10820 80	-7379 36	0 00	LT	F
	74 0000	09/29/2014	1472 06	4651 74	-3179 68	0 00	LT	F
	53 0000	09/22/2014	1054 31	3284 07	-2229 76	0 00	LT	F
200 0000 CHART INDUSTRIES INC - 16115Q308 - MINOR = 43								
SOLD		12/07/2015	3842 98					
ACQ	85 0000	09/22/2014	1633 27	5266 91	-3633 64	0 00	LT	F
	115 0000	09/30/2014	2209 71	7115 33	-4905 62	0 00	LT	F
295 0000 CHART INDUSTRIES INC - 16115Q308 - MINOR = 43								
SOLD		12/08/2015	5261 52					
ACQ	72 0000	09/30/2014	1284 17	4454 81	-3170 64	0 00	LT	F
	223 0000	10/01/2014	3977 35	12258 35	-8281 00	0 00	LT	F
		TOTALS	3524711 05	2318501 85				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INTEREST	410.	410.	
US GOVERNMENT INTEREST	20.	20.	
TOTAL TO PART I, LINE 3	430.	430.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DOMESTIC DIVIDENDS	235,708.	0.	235,708.	235,708.	
FOREIGN DIVIDENDS	29,479.	0.	29,479.	29,479.	
NONQUALIFIED DOMESTIC DIVIDENDS	14.	0.	14.	14.	
TO PART I, LINE 4	265,201.	0.	265,201.	265,201.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILMINGTON TRUST CUSTODY FEES	18,474.	9,237.		9,237.
INVESTMENT MGMT FEES	18,924.	18,924.		0.
TO FORM 990-PF, PG 1, LN 16C	37,398.	28,161.		9,237.

FORM 990-PF — TAXES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL PRIVATE FOUNDATION 2013 EXCISE TAX BALANCE DUE	8,089.	0.		0.
FEDERAL PRIVATE FOUNDATION 2014 ESTIMATED EXCISE TAX PAID	12,480.	0.		0.
FOREIGN TAXES	5,145.	5,145.		0.
FEDERAL TAX REFUND PRIOR YEARS RETURN	<7,710.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,004.	5,145.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER NONALLOCABLE EXPENSES - ADR FEES	483.	483.		0.
TO FORM 990-PF, PG 1, LN 23	483.	483.		0.

FORM 990-PF — OTHER INCREASES IN NET ASSETS OR FUND BALANCES — STATEMENT 6

DESCRIPTION	AMOUNT
ADJUSTMENT FOR WASH SALES	607.
INCOME POSTED THIS YEAR AND TAXED LAST YEAR	4.
TOTAL TO FORM 990-PF, PART III, LINE 3	611.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7

DESCRIPTION	AMOUNT
INCOME POSTED NEXT YEAR AND TAXED THIS YEAR	2.
MUTUAL FUND TIMING AND ROUNDING DIFFERENCES	1.
TOTAL TO FORM 990-PF, PART III, LINE 5	3.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	5,654,940.	11,722,063.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,654,940.	11,722,063.