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Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation REGIONS FOUNDATION 2055000921		A Employer identification number 58-2071018
Number and street (or P.O. box number if mail is not delivered to street address) REGIONS BK TR DEPT CUSTODIAN PO BOX 2886		B Telephone number (see instructions) 251-690-1024
City or town, state or province, country, and ZIP or foreign postal code MOBILE, AL 36652-2886		C If exemption application is pending, check here ☐
G Check all that apply	Initial return ☐ Final return ☐ Address 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) \$ 5,377,205.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.				STMT 1
	4 Dividends and interest from securities	148,186.	122,163.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	84,471.			
	b Gross sales price for all assets on line 6a	3,375,259.			
	7 Capital gain net income (from Part IV, line 2)		84,471.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,223.			STMT 3
	12 Total. Add lines 1 through 11	233,913.	206,667.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,000.	NONE	NONE	1,000.
	c Other professional fees (attach schedule)	29,236.	29,236.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	43,013.	2,072.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)	491.	491.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	73,740.	31,799.	NONE	1,000.
	25 Contributions, gifts, grants paid	170,434.			170,434.
	26 Total expenses and disbursements. Add lines 24 and 25	244,174.	31,799.	NONE	171,434.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-10,261.			
	b Net investment income (if negative, enter -0-)		174,868.		
	c Adjusted net income (if negative, enter -0-)				

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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				
	2	Savings and temporary cash investments		84,976.	118,584.	118,584.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)	STMT 8	740,456.	570,155.	575,784.
	b	Investments - corporate stock (attach schedule)	STMT 9	3,103,856.	3,174,863.	3,531,247.
	c	Investments - corporate bonds (attach schedule)	STMT 20	1,163,046.	1,202,158.	1,151,590.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		5,092,334.	5,065,760.	5,377,205.	
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
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		5,092,334.	5,065,760.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		5,092,334.	5,065,760.	
31	Total liabilities and net assets/fund balances (see instructions)		5,092,334.	5,065,760.		

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	5,092,334.
2	Enter amount from Part I, line 27a	2	-10,261.
3	Other increases not included in line 2 (itemize) ▶ ACCRETION ADJUSTMENT	3	75.
4	Add lines 1, 2, and 3	4	5,082,148.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 22	5	16,388.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,065,760.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
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 3,375,259.		3,290,788.	84,471.		
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			84,471.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	84,471.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	336,000.	5,679,081.	0.059165
2013	355,107.	5,456,323.	0.065082
2012	211,000.	4,953,134.	0.042599
2011	283,500.	4,949,917.	0.057274
2010	333,500.	4,853,760.	0.068710
2 Total of line 1, column (d)			2 0.292830
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 0.058566
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 5,512,465.
5 Multiply line 4 by line 3			5 322,843.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,749.
7 Add lines 5 and 6			7 324,592.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 171,434.

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 ☐ and enter 1% of Part I, line 27b	1	3,497.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	3,497.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,497.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	14,082.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	14,082.
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	10,585.
11	Enter the amount of line 10 to be Credited to 2016 estimated tax ▶ 3,500. Refunded ▶	11	7,085.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>SEE STATEMENT 23</u> Telephone no. ▶ _____ Located at ▶ _____ ZIP+4 ▶ _____			
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 ▶ <u>15</u>			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶ _____	16	Yes	No
				X

Part VII-B	Statements Regarding Activities for Which Form 4720 May Be Required
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File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly) (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)? ☐ Yes ☒ No 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? ☐ Yes ☒ No		1b ☒ 1c ☒
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.) ☐ Yes ☒ No c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		2b ☒
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) ☐ Yes ☒ No		3b ☒
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?		4a ☒ 4b ☒

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 24				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

Total number of other employees paid over \$50,000 ☐ **NONE**

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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		
		NONE

Total number of others receiving over \$50,000 for professional services	NONE
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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.

1	NONE	
2		
3		
4		

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	5,596,411.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,596,411.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,596,411.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	83,946.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,512,465.
6	Minimum investment return. Enter 5% of line 5	6	275,623.

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	275,623.
2a	Tax on investment income for 2015 from Part VI, line 5 2a		3,497.
b	Income tax for 2015. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	3,497.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	272,126.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	272,126.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	272,126.

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	171,434.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	171,434.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	171,434.

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				272,126.
2 Undistributed income, if any, as of the end of 2015			NONE	
a Enter amount for 2014 only.			NONE	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	92,787.			
b From 2011	39,385.			
c From 2012	NONE			
d From 2013	84,077.			
e From 2014	80,209.			
f Total of lines 3a through e	296,458.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>171,434.</u>				
a Applied to 2014, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount.				171,434.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))	100,692.			100,692.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	195,766.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				NONE
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)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	195,766.			
10 Analysis of line 9				
a Excess from 2011	31,480.			
b Excess from 2012	NONE			
c Excess from 2013	84,077.			
d Excess from 2014	80,209.			
e Excess from 2015				

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

NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a 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))

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
EAST TENNESSEE STATE UNIVERSITY 1276 GILBREATH DR JOHNSON CITY TN 70300	NONE	PC	SUPPORT EDUCATIONAL ACTIVITIES	5,000.
UNITED WAY OF METROPOLITAN NASHVILLE 250 VENTURE CIRCLE NASHVILLE TN 37228	NONE	PC	CHARITABLE CONTRIBUTION	5,000.
SOUTHEAST COMMUNITY CAPITAL CORP 201 VENTURE CIRCLE NASHVILLE TN 37228	NONE	PC	BUSINESS DEVELOPMENT	25,000.
UNIVERSITY OF TENNESSEE FOUNDATION 1000 VOLUNTEER BLVD KNOXVILLE TN 37996	NONE	PC	EDUCATIONAL	40,434.
SECOND HARVESET FOOD BANK OF MIDDLE TN 331 GREAT CIRCLE RD. NASHVILLE TN 37228	NONE	PC	CHARITABLE	25,000.
ARTSMEMPHIS 575 SOUTH MENDENHALL MEMPHIS TN 38117	NONE	PC	EDUCATIONAL	50,000.
JACKSON SYMPHONY ASSOCIATION 207 EAST LAFAYETTE STREET JACKSON TN 38301	NONE	PC	EDUCATIONAL	10,000.
MEMPHIS BOTANIC GARDEN FOUNDATION INC 750 CHERRY RD MEMPHIS TN 38117	NONE	PC	NATURE EDUCATION	10,000.
Total			3a	170,434.
b Approved for future payment				
Total			3b	

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

- | 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? | | Yes | No |
|---|--------------|-----|----|
| 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. | | | |

[illegible]

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

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

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.

Pamela Welch 7-21-16 **SECRETARY**

Signature of officer or trustee Date Title

PAMELA WELCH

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

Paid Preparer Use Only	Print/Type preparer's name GREGORY C. PRINCE		Preparer's signature <i>Gregory C Prince</i>		Date 06/29/2016	Check ☐ if self-employed	PTIN P00737116	
	Firm's name ► REGIONS BANK TRUST DEPT, CUSTODIAN					Firm's EIN ► 63-0371391		
	Firm's address ► P O BOX 2886 MOBILE, AL 36652-2886					Phone no 251-690-1024		

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST	33.	33.
TOTAL	33.	33.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDENDS AND INTEREST FROM SECURITIES	148,186.	122,163.
-----	-----	-----
TOTAL	148,186.	122,163.
=====	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	1,223.

TOTALS	1,223.
	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT MGMT FEES-SUBJECT T	29,236.	29,236.
	-----	-----
TOTALS	29,236.	29,236.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,664.	1,664.
FOREIGN TAXES ON QUALIFIED FOR		241.
FOREIGN TAXES ON NONQUALIFIED		167.
2014 TAX PAID WITH EXTENSION	41,349.	
	-----	-----
TOTALS	43,013.	2,072.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NONALLOCABLE EXPENSES -	491.	491.
TOTALS	----- 491. =====	----- 491. =====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
UNITED STATES TREASURY 4.125	15,712.		
US TREASURY N/B 2.625%	27,183.	37,554.	40,520.
FNMA 5% 3/15/2016	86,373.	76,095.	74,690.
FHLM 2.875% 2/9/15	70,344.		
US TREAS 1.375% 11/30/15	253,020.		
US TREASURY 2.375% 7/31/17	151,785.	293,052.	291,011.
US TREASURY 1.75% 5/15/23	97,934.	88,523.	94,503.
US TREASURY N/B .625% 7/15/16	38,105.	34,047.	34,003.
US TREAS 2% 02/15/25		40,884.	41,057.
	-----	-----	-----
TOTALS	740,456.	570,155.	575,784.
	=====	=====	=====

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
AT&T INC	39,052.
CVS/CAREMARK CORPORATION	11,960.
ILLIONIS TOOL WORKS INC	
J P MORGAN CHASE & CO	30,731.
MICROSOFT CORP	
MONSANTO CO NEW	
THERMO FISHER SCIENTIFIC, INC	7,228.
TRAVELERS COMPANIES, INC	
VERIZON COMMUNICATIONS	34,193.
WELLS FARGO & CO	38,749.
ISHARES S&P MIDCAP	
ISHARES S&P SMALL CAP 600	8,369.
AMERICAN EXPRESS CO.	27,282.
CHEVRON CORP	2,549.
CISCO SYSTEMS, INC.	7,132.
EMC CORP MASS	28,217.
EXXON MOBIL CORP.	11,494.
GENERAL ELECTRIC CO.	
HOME DEPOT, INC.	12,826.
INTEL CORP.	33,708.
JOHNSON & JOHNSON	
LOWES COMPANIES, INC.	14,342.
ORACLE CORPORATION	15,467.
PEPSICO, INC.	33,496.
PROCTER & GAMBLE CO.	7,484.
PRUDENTIAL FINANCIAL INC	20,064.
QUALCOMM, INC.	36,304.
SCHLUMBERGER LTD	7,550.
STRYKER CORP.	

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
UNITED TECHNOLOGIES CORP.	
WALMART STORES, INC.	26,684.
3M CO	12,488.
NEXTERA ENERGY INC	21,234.
VF CORP	
BAXTER INTL	
BLACKROCK INC	
TEXAS INSTRS INC	10,352.
APPLE INC	
MERCK & CO INC NEW	22,802.
OCCIDENTAL PETE CORP	28,791.
VANGUARD FTSE DEVELOPED MKTS	
VANGUARD FTSE EMERGING MKTS	
AMAG PHARMACEUTICALS INC	1,374.
AMN HEALTHCARE SERVICES INC	3,036.
AZZ INC	2,954.
ABBVIE INC	39,071.
ACADIA HEALTHCARE CO INC	3,561.
ACTIVISION BLIZZARD INC	5,824.
AGILENT TECHNOLOGIES INC	4,426.
AKAMAI TECHNOLOGIES INC	7,876.
AKORN INC	4,430.
ALLEGHENY TECHNOLOGIES INC	5,882.
AMERICAN AXLE & MFG HLDGS INC	5,547.
AMERICAN EQUITY INVT LIFE	4,532.
AMERICAN INTL GROUP INC	38,621.
AMERICAN STATES WATER CO	3,199.
AMERICAN TOWER CORP CL A	12,483.
AMERISOURCEBERGEN CORP	7,298.

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
AMSURG CORP	4,632.
AMTRUST FINANCIAL SERVICES	1,460.
ANSYS INC	6,794.
ARCBEST CORP	3,313.
ARRIS GROUP INC	5,194.
ASHFORD HOSPITALITY TRUST	3,820.
AUTO DESK INC	25,685.
CR BARD INC	5,437.
BBCN BANCORP INC	4,780.
BIO-RAD LABORATORIES INC CL A	4,519.
BOISE CASCADE COMPANY	4,573.
BORG WARNER INC	9,452.
BOSTON PROPERTIES INC	4,983.
BRANDYWINE RLTY TR	4,402.
BRUNSWICK CORP	6,620.
BUFFALO WILD WINGS INC	4,352.
CBRE GROUP INC	8,864.
CNO FINANCIAL GROUP, INC	6,661.
CSX CORP	8,268.
CABOT CORP	4,525.
CARDTRONICS INC	6,247.
CELGENE CORP	30,504.
CENTENE CORP DEL	2,761.
CHEMICAL FINANCE CORP	2,740.
CHESAPEAKE LODGING TRUST	3,634.
CINEMARK HOLDINGS INC	4,368.
CITIGROUP INC	56,298.
CITRIX SYSTEM INC	37,112.
COGNIZANT TECHNOLOGY SOLUTIONS	18,979.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
COHERENT INC	3,469.
COMMUNITY TR BANCORP INC	2,115.
COVANCE INC	7,693.
CRANE CO	2,903.
CUMMINS INC	9,815.
CYBERONICS INC	5,381.
D R HORTON INC	10,628.
DARDEN RESTAURANTS INC	5,517.
DEPOMED INC	3,154.
WALT DISNEY CO	30,935.
DOVER CORP	6,304.
DUPONT FABROS TECHNOLOGY	4,785.
EASTMAN CHEMICAL CO	10,039.
EATON VANCE CORP COM NON VTG	7,769.
ECHOSTAR CORPORATION	6,153.
ECOLAB INC	34,523.
ELECTRONICS FOR IMAGING INC	5,556.
EMERGENT BIOSOLUTIONS INC	3,347.
ENANTA PHARMACEUTICALS INC	1,688.
ENERSYS	5,306.
ENTEGRIS INC	3,108.
EURONET WORLDWIDE INC	4,575.
EXPRESS SCRIPTS HOLDING CO	7,862.
FEDEX CORP	35,424.
FINISAR CORPORATION	4,402.
FIRSTMERIT CORP	5,256.
FORD MOTOR COMPANY	43,151.
GATX CORP	7,167.
GENERAL DYNAMICS CORP	5,679.

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
GILEAD SCIENCES INC	14,367.
GLOBAL PMTS INC	5,793.
GOOGLE INC CL A	8,897.
GOOGLE INC CL C - W/I	9,800.
GRAND CANYON EDUCATION INC	6,054.
GRAPHIC PACKAGING HOLDING CO	3,128.
GREENBRIER COMPANIES INC	3,685.
THE HERSHEY COMPANY	37,522.
HILLTOP HOLDINGS INC	7,051.
HONEYWELL INTL INC	35,536.
HORACE MANN EDUCATORS CORP N	2,319.
ICONIX BRAND GROUP	2,559.
IDACORP INC	1,977.
IGATE CORP	4,421.
INTEGRATED DEVICE TECH INC	3,378.
INTEGRATED SILICON SOLUTION	2,376.
INTEGRYS ENERGY GROUP INC	5,874.
INTERCONTINENTALEXCHANGE	9,673.
INTERNATIONAL GAME TECHNOLOGY	4,620.
INTUIT INC	28,333.
JOY GLOBAL INC	6,659.
J2 GLOBAL INC	5,045.
KAPSTONE PAPER AND PACKAGING	3,123.
KEYCORP	7,536.
KEYSIGHT TECHNOLOGIES INC	1,671.
KITE REALTY GROUP TRUST REIT	3,540.
KORN FERRY INTL COM NEW	5,365.
LA-Z-BOY CHAIR CO	5,762.
LAKELAND FINANCIAL CORP	3,735.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
LAS VEGAS SANDS CORP	22,380.
LITHIA MOTORS INC CL A	4,633.
LITTLEFUSE INC	5,525.
STEVEN MADDEN, LTD.	4,819.
MASCO CORP	7,152.
MASTEC INC	4,809.
MATRIX SERVICE CO	3,203.
MAXIMUS INC	8,029.
MCKESSON CORP	31,383.
MEAD JOHNSON NUTRITION COMPANY	17,491.
MEDASSETS INC	5,914.
MEDNAX INC	5,381.
MENTOR GRAPHICS CORP	4,284.
MICROSEMI CORP	3,536.
MURPHY OIL CORP	4,537.
MYLAN, INC.	16,771.
MYRIAD GENETICS INC	3,243.
NEWFIELD EXPL CO	4,869.
NORDSTROM INC	37,836.
ORBITAL SCIENCES CORP	4,587.
PENNYMAC MORTGAGE INVESTMENT	3,823.
PHILLIPS 66	37,431.
PLANTRONICS INC NEW	3,108.
PORTLAND GEN ELC CO	3,137.
PRAXAIR INC	38,342.
PRIMORIS SERVICES CORPORATION	6,128.
PROGRESSIVE CORP OHIO	5,691.
RPX CORPORATION	3,064.
RF MICRODEVICES INC	2,724.

REGIONS FOUNDATION 2055000921

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
RADIAN GROUP INC	4,539.
RAYMAND JAMES FINL INC	8,548.
REINSURANCE GROUP OF AMERICA	6,402.
REPUBLIC SVCS INC CL A	8,034.
ROSETTA RES INC	6,161.
RYMAN HOSPITALITY PPTYS INC	4,646.
SCANSOURCE INC	3,069.
SCOTTS MIRACLE-GRO CO	5,375.
SEALED AIR CORP NEW	9,660.
SINCLAIR BROADCAST GROUP INC	4,044.
SNAP ON INC	10,687.
STAMPS.COM INC.	1,547.
STARBUCKS CORP	36,333.
STERIS CORP	6,449.
STIFEL FINL CORP	7,707.
STONE ENERGY CORP	5,272.
SUMMIT HOTEL PROPERTIES, INC	3,445.
SWIFT TRANSPORTATION CO.	5,761.
SYNAPTICS INC	4,308.
SYNOPSIS INC	5,917.
TJX COS INC NEW	13,681.
TAL INTL GROUP INC	4,070.
TENNECO AUTOMOTIVE INC	5,898.
TEXAS ROADHOUSE INC	4,096.
THOR INDS INC	5,580.
TRIMAS CORP	4,613.
TRIUMPH GROUP INC	6,311.
TRUEBLUE INC	2,526.
UBIQUITI NETWORKS INC	5,009.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
UNION PAC CORP	30,774.
VCA, INC.	4,405.
VALSPAR CORP	9,904.
WABASH NATL CORP	4,712.
WASTE MANAGEMENT INC	17,967.
WESBANCO INC	2,972.
WESTERN ALLIANCE BANCORP	6,388.
WHITING PETROLEUM CORP	5,810.
WHOLE FOODS MKT INC	19,045.
WILSHIRE BANCORP INC	4,579.
WINTRUST FINANCIAL CORP	5,720.
XILINX INC	8,438.
ZUMIEZ INC	2,720.
NABORS INDUSTRIES LTD	6,911.
ARYZTA AG -UNSPON ADR	14,688.
ASAHI CHEM INDUS	7,141.
ASTELLAS PHARMA INC UNSP ADR	7,128.
AUSTRALIA & NEW ZEALAND BKG GR	10,690.
BASF SE SPONSORED ADR	7,622.
BHP BILLITON PLC SPON ADR	18,878.
BP PLC SPON ADR	13,358.
BNP PARIBAS SPON ADR	7,583.
BANCO BRADESCO S.A.	6,271.
BANCO SANTANDER S.A. ADR	9,350.
BANK OF CHINA LTD -UNSPON ADR	16,232.
BAYER A G SPONSORED ADR	12,424.
BAYERISHE MOTOREN WERKE BMW UN	9,535.
BRITISH AMERN TOB PLC SPON ADR	17,074.
CANADIAN NATIONAL RAILWAY	7,576.

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
CANADIAN PACIFIC RAILWAY LTD	16,641.
CARLSBERG A/S - B - SPON ADR	7,251.
CREDIT SUISSE GROUP SPON ADR	8,347.
DEUTSCHE TELEKOM AG- SPON ADR	8,125.
EMBRAER SA - ADR	7,088.
GRUPO FINANCIERO BANORTE - SPON	10,703.
HITACHI LTD SPON ADR	6,619.
HUTCHISON WHAMPOA LTD UNSPON	19,148.
INFOSYS LIMITED SPON ADR	10,759.
ING GROEP N V SPON ADR	8,208.
INTESA SANPAOLO SPON ADR	5,745.
ITOCHU CORP UNSPON ADR	9,561.
KASIKORNBANK PUBLIC CO LMTD UN	5,180.
KOC HOLDING AS UNSPON ADR	5,885.
KOREA ELECTRIC POWER CORP SPON	6,554.
L.G. DISPLAY COMPANY LTD ADR	7,296.
LVMH MOET HENNESSY LOUIS VUITT	10,806.
LENOVO GROUP LTD ADR	9,259.
MAGNA INTERNATIONAL INC	9,300.
METHANEX CORP	9,343.
MICHELIN (CGDE) -UNSPON ADR	12,379.
MITSUBISHI UF J FINL GRP- ADR	6,106.
NETEASE, INC. ADR	3,374.
NISSAN MOTOR CO LTD SPON ADR	13,852.
NOMURA HLDGS INC ADR	4,841.
LUKOIL SPON ADR	8,165.
ORIX CORP	7,221.
PT BANK RAKYAT INDONESIA UNSPN	4,592.
PT BANK MANDIRI UNSPON ADR	4,545.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
PT ASTRA INTL TBK -UNSP ADR	5,297.
PANDORA A/S - ADR	7,304.
PETROLEO BRASILEIRO SA ADR	11,145.
PRUDENTIAL PLC ADR	11,582.
RICOH COMPANY, LTD ADR	7,804.
ROCHE HOLDINGS LTD SPON ADR	14,416.
ROLLS-ROYCE HLDGS PLC SPON ADR	11,148.
ROYAL BANK OF CANADA	10,987.
SK TELECOM LTD SPON ADR	10,228.
SAMPO OYJ - A SHS-UNSP ADR	9,145.
SANLAM LIMITED SPON ADR	7,488.
SAP SE ONE ADR REPRS	18,203.
SASOL LTD-SPON ADR	3,484.
SEGA SAMMY HLDGS INC.	6,684.
SEKISUI HOUSE SPONS- ADR	7,379.
SEVEN & I HOLDINGS CO., LTD.	9,369.
SMITH & NEPHEW P L C	8,235.
SOCIETE GENERALE FRANCE SPON	8,305.
SODEXHO -SPONSORED ADR	9,835.
SOFTBANK CORPORATION - UNSPON	6,379.
STATOIL ASA - SPON ADR	13,422.
SUBSEA 7 SA -SPON ADR	5,451.
SWEDBANK AB	7,297.
TAIWAN SEMICONDUCTOR MFG LTD	5,757.
TATA MOTORS LTD SPON ADR	6,035.
TECHNIP - COFLEXIP ADR	8,812.
TECHTRONIC INDUSTRIES COMPANY	10,690.
TELENOR ASA - ADS	8,425.
TENAGA NASIONAL SPONSORED ADR	7,863.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
TENCENT HOLDINGS LTD UNSP ADR	7,156.
TOKIO MARINE HOLDINGS - ADR	7,027.
UNITED OVERSEAS BK LTD SPON	4,397.
VALEANT PHARMACEUTICALS INTL	8,806.
WUXI PHARMATECH INC -ADR	5,383.
HELEN OF TROY LTD	4,046.
HOLLYSYS AUTOMATION TECH LTD	7,042.
INVESCO LTD	34,748.
RENAISSANCE RE HLDGS LTD	5,442.
LYONDELLBASELL INDUSTRIES	35,734.
BANCO LATINO AMERICANO DE COM	7,317.
VIRTUS EMERGING MARKETS OPP-I	157,141.

TOTALS	3,103,856.
	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
AT& T INC DTD	26,473.
CATERPILLAR INC DTD	12,207.
CISCO SYSTEMS INC CALLABLE	15,336.
CITIGROUP INC	15,032.
MERRILL LYNCH & CO	15,274.
MORGAN STANLEY 4.2% 11/20/14	
ORACLE CORP DTD	13,132.
TARGET CORP CALLABLE	15,959.
WACHOVIA CORP DTD	15,849.
ABBOTT LABS	13,213.
CREDIT SUISSE NEW YORK	
GOLDMAN SACHS GROUP INC DTD	14,251.
JP MORGAN CHASE & CO DTD	12,901.
BARCLAYS BANK PLC DTD	15,011.
GOLDMAN SACHS 6% 05/01/2014	
FHLMC POOL G01840 5% 7/01/35	9,497.
FHLMC POOL G14056 4% 8/01/25	9,454.
FHLMC POOL J16353 3.5% 8/01/26	12,414.
FNMA POOL190370 6% 6/01/36	9,083.
FNMA POOL AH6827 4% 3/01/26	16,039.
FNMA POOL AL0393 4.5% 6/01/41	8,027.
FNMA POOL 735580 5% 6/01/35	9,677.
FNMA POOL 889579 6% 5/01/38	7,127.
FNMA POOL 938041 6% 7/01/37	25,741.
FNMA POOL AE3066 3.5% 9/01/25	16,128.
GEN ELEC CAP CORP 5.3% 2/11/21	13,200.
INTEL CORP DTD 3.3% 10/01/2021	14,942.
PFIZER INC 6.2% 3/15/2019	15,076.
QUEBEC PROVINCE 4.875% 5/05/14	

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
TOYOTA MTR CREDIT 3.4% 9/15/21	14,962.
FHLM 4.5% 1/1/38	5,987.
FHLM 4.5% 5/1/39	4,426.
FHLM 4% 10/1/41	7,172.
FNMA 6% 7/1/37	5,903.
FNMA 5.5% 4/1/34	3,738.
FNMA 4% 6/1/39	6,266.
FNMA 4.5% 11/1/33	6,619.
BHP BILLITON FIN 1%	29,963.
CHEVRON CORP 1.104%	18,038.
INTL BUS MACHINES 1.95%	30,804.
ONTARIO 1.375%	
ROYAL BK OF CAN 1.2%	22,979.
ISHARES BARCLAYS 1-3 YR CREDIT	
FNMA AJ9355 3% 1/01/27	12,193.
FNMA A04144 4% 6/01/42	11,336.
FNMA AQ0546 3.5% 11/01/42	13,843.
FNMA AE0981 3.5% 3/01/41	11,841.
AMERICAN EXPRESS 2.75% 9/15/15	15,402.
APPLE INC 1% 5/03/18	15,908.
FNMA 2.5% 4/1/28	16,932.
FNMA 3% 8/1/43	15,070.
JOHN DEERE CAPITAL CORP 2.3%	14,996.
MORGAN STANLEY 3.7% 10/23/24	31,079.
JOHN HANCOCK FUNDS III	102,146.
PIMCO FOREIGN BOND #103	195,325.
TEMPLETON GLOBAL BOND FD ADV	199,075.
TOTALS	----- 1,163,046. =====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
TAXABLE MERGER SALE COST BASIS	1,497.
AMORTIZATION	14,152.
RETURN OF CAPITAL	708.
ROUNDING	31.

TOTAL	16,388.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: REGIONS BANK, TRUST DEPARTMENT

ADDRESS: 11 NORTH WATER STREET, 25TH FLOOR
MOBILE, AL 36602

TELEPHONE NUMBER: (251) 690-1024

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

OFFICER NAME:

DONNA CHEEK

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

DOUGLAS J. JACKSON

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

BERNARD WERTHAN, JR.

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JIM SCHMITZ

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

EXECUTIVE VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

PAMELA R. WELCH

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

DR. JOSEPH WALKER III

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

RENATA SOTO

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

RONALD G. SMITH

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

LATRISHA STEWART

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

CHIEF OPERATING OFFICER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

DAVID MAY

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

EXECUTIVE VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MIKE McNAMEE

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

EXECUTIVE VICE PRESICENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	5,542,716.		
FEBRUARY	5,763,461.		
MARCH	5,739,058.		
APRIL	5,766,514.		
MAY	5,745,088.		
JUNE	5,688,813.		
JULY	5,733,046.		
AUGUST	5,482,641.		
SEPTEMBER	5,363,611.		
OCTOBER	5,477,735.		
NOVEMBER	5,477,049.		
DECEMBER	5,377,205.		
	-----	-----	-----
TOTAL	67,156,937.		
	=====	=====	=====
AVERAGE FMV	5,596,411.		
	=====	=====	=====



REGIONS BANK

Run on 3/31/2016 2:48:16 PM

Asset Details

As of 12/31/2015

Account: 2055000921
 AS INVESTMENT MANAGER FOR
 REGIONS FOUNDATION
 TENNESSEE

Combined Portfolios
 Settlement Date Basis

Administrator: BENJAMIN DZIENGEL

Investment Officer: JOHN MARK MCKENZIE @ 615-748-6052

Investment Authority: Sole

Investment Objective: 65% EQUITY

Lot Select Method: FIFO

Sort By: Security Type

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Y Income
	Cash								
	CASH								C
	Total For Cash	0.000000							
	Short Term Investments								
	999990484 REGIONS TRUST CASH SWEEP	<u>118,583.910000</u>	1.000	118,583.91	118,583.91	118,584		2.21	71 C
	Total For Short Term Investments	118,583.910000		118,583.91	118,583.91	118,584			71
	U S Government Obligations								
	31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	<u>74,000.000000</u>	100.932	76,095.46	76,095.46	74,690	1,406-	1.39	3,700 4
	912828J27 UNITED STATES TREASURY DTD 02/17/2015 2% 02/15/2025	<u>42,000.000000</u>	97.754	40,884.38	40,884.38	41,057	172	0.76	840 2
	912828NR7 UNITED STATES TREASURY N/B DTD 07/31/2010 2.375% 07/31/2017	<u>285,000.000000</u>	102.109	293,052.45	293,052.45	291,011	2,042-	5.41	6,769 2
	912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	<u>39,000.000000</u>	103.898	37,553.80	37,553.80	40,520	2,966	0.75	1,024 2
	912828VB3 UNITED STATES TREASURY DTD 05/15/2013 1.75% 05/15/2023	<u>97,000.000000</u>	97.426	88,523.09	88,523.09	94,503	5,980	1.76	1,698 1
	912828VL1 UNITED STATES TREASURY N/B DTD 07/15/2013 .625% 07/15/2016	<u>34,000.000000</u>	100.008	34,047.00	34,047.00	34,003	44-	0.63	213 C

Total For U S Government Obligations	571,000.000000		<u>570,156.18</u>	570,156.18	<u>575,783</u>	5,627		14,243	
Mortgage Backed Securities									
3128LXBH2 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 OFV 92,000	<u>6,633.310000</u>	110.362	7,210.60	7,210.60	7,321	110	0.14	332	4
3128M6T73 FEDERAL HOME LOAN MORTGAGE CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038 OFV 44,000	<u>4,101.930000</u>	108.121	4,411.49	4,411.49	4,435	24	0.08	185	4
3128MCWR2 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 OFV 36,000	<u>6,548.260000</u>	105.613	6,928.88	6,928.88	6,916	13	0.13	262	3
3128MJL24 FEDERAL HOME LOAN MORTGAGE CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 OFV 22,000	<u>3,068.680000</u>	107.872	3,256.64	3,256.64	3,310	54	0.06	138	4
3128MJQR4 FEDERAL HOME LOAN MORTGAGE CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 OFV 18,000	<u>5,375.860000</u>	105.923	5,693.36	5,693.36	5,694	1	0.11	215	3
3128MJU81 FEDERAL HOME LOAN MORTGAGE CORP POOL #G08606 DTD 09/01/2014 4% 09/01/2044 OFV 15,000	<u>11,802.620000</u>	105.729	12,632.49	12,632.49	12,479	154	0.23	472	3
3128MMS20 FEDERAL HOME LOAN MORTGAGE CORP POOL #G18536 DTD 01/01/2015 2.5% 01/01/2030 OFV 29,000	<u>25,886.480000</u>	101.008	26,703.53	26,703.53	26,147	556	0.49	647	2
3128MMTP8 FEDERAL HOME LOAN MORTGAGE CORP POOL #G18557 DTD 06/01/2015 3% 06/01/2030 OFV 15,000	<u>14,274.780000</u>	103.157	14,814.54	14,814.54	14,725	89	0.27	428	2
3128PWBW7 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3.5% 08/01/2026 OFV 33,000	<u>9,732.290000</u>	104.850	10,179.39	10,179.39	10,204	25	0.19	341	3
31368HMT7 FEDERAL NATIONAL MORTGAGE ASSN POOL	<u>6,291.060000</u>	113.159	6,902.22	6,902.22	7,119	217	0.13	377	5

#190370 DTD 05/01/2006 6%
06/01/2036 OFV 108,000

3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 OFV 52,000	<u>11,473.640000</u>	106.064	12,054.50	12,054.50	12,169	115	0.23	459	3
3138E2MD4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ9355 DTD 01/01/2012 3% 01/01/2027 OFV 20,000	<u>9,718.700000</u>	103.547	10,017.89	10,017.89	10,063	46	0.19	292	2
3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 OFV 16,000	<u>6,091.520000</u>	108.721	6,479.85	6,479.85	6,623	143	0.12	274	4
3138LUTA3 FEDERAL NATIONAL MORTGAGE ASSN POOL #A04144 DTD 06/01/2012 4% 06/01/2042 OFV 18,000	<u>8,631.240000</u>	106.081	8,936.72	8,936.72	9,156	219	0.17	345	3
3138MFTC1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3.5% 11/01/2042 OFV 17,000	<u>11,989.250000</u>	103.363	11,961.15	11,961.15	12,392	431	0.23	420	3
3138WPJG0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2062 DTD 04/01/2013 2.5% 04/01/2028 OFV 20,000	<u>14,624.170000</u>	101.324	14,651.61	14,651.61	14,818	166	0.28	366	2
3138WQAW2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2720 DTD 05/01/2013 3% 05/01/2043 OFV 33,000	<u>26,887.340000</u>	100.449	27,693.96	27,693.96	27,008	686	0.50	807	2
3138X3EH1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AU3735 DTD 08/01/2013 3% 08/01/2043 OFV 16,000	<u>13,887.140000</u>	100.205	13,878.46	13,878.46	13,916	37	0.26	417	2
31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 OFV 89,000	<u>6,885.460000</u>	110.543	7,426.63	7,426.63	7,611	185	0.14	344	4
31410KJY1 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 OFV 100,000	<u>4,585.490000</u>	112.992	5,104.23	5,104.23	5,181	77	0.10	275	5
31412LQ94 FEDERAL NATIONAL	<u>3,984.070000</u>	113.036	4,234.32	4,234.32	4,503	269	0.08	239	5

MORTGAGE ASSN POOL
#928480 6% 07/01/2037 OFV
46,000

31412XS62 FEDERAL NATIONAL MORTGAGE ASSN POOL #938041 6% 07/01/2037 OFV 234,000	<u>19,408.280000</u>	113.046	19,172.49	19,172.49	21,940	2,768	0.41	1,165	5
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31415P3Y2 FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034 OFV 62,000	<u>2,655.340000</u>	112.402	2,893.50	2,893.50	2,985	91	0.06	146	4
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31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039 OFV 18,000	<u>4,609.470000</u>	105.854	4,875.23	4,875.23	4,879	4	0.09	184	3
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31419AGR2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033 OFV 28,000	<u>4,722.770000</u>	108.817	5,079.91	5,079.91	5,139	59	0.10	213	4
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31419BCT0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3.5% 03/01/2041 OFV 22,000	<u>9,416.470000</u>	103.413	9,944.67	9,944.67	9,738	207	0.18	330	3
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31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 OFV 57,000	<u>12,163.500000</u>	104.909	12,619.61	12,619.61	12,761	141	0.24	426	3
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Total For Mortgage Backed Securities	265,449.120000		<u>275,757.87</u>	275,757.87	<u>279,234</u>	3,477		10,096	
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Corporate Bonds

002824AU4 ABBOTT LABS DTD 3/3/09 5.125% 04/01/2019	<u>12,000.000000</u>	109.499	12,055.86	12,055.86	13,140	1,084	0.24	615	4
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0258M0DX4 AMERICAN EXPRESS CREDIT CORP CALLABLE DTD 09/14/2015 2.6% 09/14/2020-2020	<u>14,000.000000</u>	100.231	13,988.16	13,988.16	14,032	44	0.26	364	2
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037833AJ9 APPLE INC DTD 05/03/2013 1% 05/03/2018	<u>14,000.000000</u>	99.188	13,907.36	13,907.36	13,886	21	0.26	140	1
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046353AH1 ASTRAZENECA PLC DTD 11/16/2015 1.75% 11/16/2018	<u>13,000.000000</u>	99.719	13,000.00	13,000.00	12,963	37	0.24	228	1
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07330NAH8 BRANCH BANKING & TRUST CALLABLE DTD 03/04/2014 1%	<u>13,000.000000</u>	99.461	12,935.39	12,935.39	12,930	5-	0.24	130	1
04/03/2017-2017									
097023AZ8 BOEING CO DTD 07/28/09 4.875% 02/15/2020	<u>12,000.000000</u>	111.372	13,400.52	13,400.52	13,365	36-	0.25	585	4
149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	<u>11,000.000000</u>	117.003	10,982.54	10,982.54	12,870	1,888	0.24	869	6
166764AA8 CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017	<u>14,000.000000</u>	99.312	14,010.74	14,010.74	13,904	107-	0.26	155	1
17275RAC6 CISCO SYSTEMS INC CALLABLE 5.5% 02/22/2016	<u>13,000.000000</u>	100.638	13,595.35	13,595.35	13,083	512-	0.24	715	5
20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	<u>24,000.000000</u>	112.121	27,554.60	27,554.60	26,909	646-	0.50	1,368	5
24422ESS9 JOHN DEERE CAPITAL CORP SERIES MTN DTD 09/15/2014 2.3% 09/16/2019	<u>14,000.000000</u>	100.380	13,995.67	13,995.67	14,053	58	0.26	322	2
25152RYD9 DEUTSCHE BANK AG LONDON DTD 02/13/2015 1.875% 02/13/2018	<u>14,000.000000</u>	99.150	14,004.35	14,004.35	13,881	123-	0.26	263	1
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	<u>12,000.000000</u>	112.762	12,165.35	12,165.35	13,531	1,366	0.25	636	4
375558BF9 GILEAD SCIENCES INC CALLABLE DTD 09/14/2015 3.65% 03/01/2026-2025	<u>13,000.000000</u>	100.848	12,967.39	12,967.39	13,110	143	0.24	475	3
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	<u>12,000.000000</u>	114.426	12,914.43	12,914.43	13,731	817	0.26	900	6
458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	<u>13,000.000000</u>	103.582	12,947.01	12,947.01	13,466	519	0.25	429	3
459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1.95% 07/22/2016	<u>27,000.000000</u>	100.598	27,460.30	27,460.30	27,161	299-	0.51	527	1
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	<u>12,000.000000</u>	112.130	11,906.98	11,906.98	13,456	1,549	0.25	756	5
61761JVL0 MORGAN STANLEY DTD 10/23/2014 3.7% 10/23/2024	<u>27,000.000000</u>	100.481	27,058.91	27,058.91	27,130	71	0.50	999	3

	68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	<u>12,000.000000</u>	109.113	11,994.36	11,994.36	13,094	1,099	0.24	690	5
	713448DB1 PEPSICO INC SERIES: 1 DTD 10/14/2015 1% 10/13/2017	<u>14,000.000000</u>	99.479	13,981.76	13,981.76	13,927	55-	0.26	140	1
	717081DB6 PFIZER INC DTD 3/24/09 6.2% 03/15/2019	<u>13,000.000000</u>	112.500	14,775.35	14,775.35	14,625	150-	0.27	806	5
	78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	<u>21,000.000000</u>	99.527	20,979.24	20,979.24	20,901	79-	0.39	252	1
	87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	<u>14,000.000000</u>	105.571	13,667.59	13,667.59	14,780	1,112	0.27	753	5
	89114QAM0 TORONTO-DOMINION BANK SERIES MTN DTD 09/10/2013 2.625% 09/10/2018	<u>13,000.000000</u>	101.914	13,307.69	13,307.69	13,249	59-	0.25	341	2
	89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	<u>13,000.000000</u>	103.622	12,967.24	12,967.24	13,471	504	0.25	442	3
	91324PCK6 UNITED HEALTH GROUP INC DTD 07/23/2015 1.45% 07/17/2017	<u>14,000.000000</u>	100.003	14,018.17	14,018.17	14,000	18-	0.26	203	1
	929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	<u>13,000.000000</u>	105.861	12,512.15	12,512.15	13,762	1,250	0.26	748	5
	Total For Corporate Bonds	411,000.000000		419,054.46	419,054.46	428,410	9,356		14,848	
Common Stock										
<u>AMAG</u>	00163U106 AMAG PHARMACEUTICALS INC	<u>121.000000</u>	30.190	5,304.09	5,304.09	3,653	1,651-	0.07		C
<u>AHS</u>	001744101 AMN HEALTHCARE SERVICES INC	<u>158.000000</u>	31.050	2,608.69	2,608.69	4,906	2,297	0.09		C
<u>I</u>	00206R102 AT&T INC	<u>1,166.000000</u>	34.410	41,271.05	41,271.05	40,122	1,149-	0.75	2,239	5
<u>AZZ</u>	002474104 AZZ INC	<u>83.000000</u>	55.570	3,837.14	3,837.14	4,612	775	0.09	50	1
<u>ABBV</u>	00287Y109 ABBVIE INC	<u>622.000000</u>	59.240	39,320.94	39,320.94	36,847	2,474-	0.69	1,418	3
<u>ACHC</u>	00404A109 ACADIA HEALTHCARE CO INC	<u>106.000000</u>	62.460	6,036.05	6,036.05	6,621	585	0.12		C
<u>ATVI</u>	00507V109 ACTIVISION BLIZZARD INC	<u>350.000000</u>	38.710	6,117.19	6,117.19	13,549	7,431	0.25	81	C

<u>A</u>	00846U101 AGILENT TECHNOLOGIES INC	<u>104.000000</u>	41.810	4,444.80	4,444.80	4,348	97-	0.08	48	1
<u>AIRM</u>	009128307 AIR METHODS CORP NEW	<u>69.000000</u>	41.930	3,080.15	3,080.15	2,893	187-	0.05		C
<u>AKAM</u>	00971T101 AKAMAI TECHNOLOGIES INC	<u>159.000000</u>	52.630	7,911.23	7,911.23	8,368	457	0.16		C
<u>ATI</u>	01741R102 ALLEGHENY TECHNOLOGIES INC	<u>176.000000</u>	11.250	5,839.09	5,839.09	1,980	3,859-	0.04	56	2
<u>ALE</u>	018522300 ALLETE INC	<u>70.000000</u>	50.830	3,526.46	3,526.46	3,558	32	0.07	141	3
<u>GOOG</u>	02079K107 ALPHABET INC CA-CL C	<u>32.000000</u>	758.880	18,636.48	18,636.48	24,284	5,648	0.45		C
<u>GOOGL</u>	02079K305 ALPHABET INC CA-CL A	<u>54.000000</u>	778.010	35,697.16	35,697.16	42,013	6,315	0.78		C
<u>AXL</u>	024061103 AMERICAN AXLE & MFG HLDGS INC	<u>277.000000</u>	18.940	5,315.43	5,315.43	5,246	69-	0.10		C
<u>AEL</u>	025676206 AMERICAN EQUITY INVT LIFE	<u>294.000000</u>	24.030	7,109.85	7,109.85	7,065	45-	0.13	65	C
<u>AXP</u>	025816109 AMERICAN EXPRESS CO	<u>254.000000</u>	69.550	3,856.90	3,856.90	17,666	13,809	0.33	295	1
<u>AIG</u>	026874784 AMERICAN INTL GROUP INC	<u>328.000000</u>	61.970	17,628.90	17,628.90	20,326	2,697	0.38	367	1
<u>AMT</u>	03027X100 AMERICAN TOWER CORPORATION CL A	<u>152.000000</u>	96.950	12,710.32	12,710.32	14,736	2,026	0.27	298	2
<u>ABC</u>	03073E105 AMERISOURCEBERGEN CORP	<u>102.000000</u>	103.710	7,343.02	7,343.02	10,578	3,235	0.20	139	1
<u>ANSS</u>	03662Q105 ANSYS INC	<u>64.000000</u>	92.500	5,424.26	5,424.26	5,920	496	0.11		C
<u>AAPL</u>	037833100 APPLE INC	<u>515.000000</u>	105.260	45,733.62	45,733.62	54,209	8,475	1.01	1,071	1
	04270V106 ARRIS GROUP INC	<u>197.000000</u>	30.570	6,255.95	6,255.95	6,022	234-	0.11		C
<u>AHT</u>	044103109 ASHFORD HOSPITALITY TRUST	<u>473.000000</u>	6.310	4,510.26	4,510.26	2,985	1,526-	0.06	227	7
<u>ADSK</u>	052769106 AUTO DESK INC	<u>148.000000</u>	60.930	7,156.48	7,156.48	9,018	1,861	0.17		C
<u>BCR</u>	067383109 CR BARD INC	<u>32.000000</u>	189.440	4,349.76	4,349.76	6,062	1,712	0.11	31	C
<u>BIG</u>	089302103 BIG LOTS INC	<u>79.000000</u>	38.540	3,494.73	3,494.73	3,045	450-	0.06	60	1
<u>BIO</u>	090572207 BIO-RAD LABORATORIES INC	<u>35.000000</u>	138.660	4,542.70	4,542.70	4,853	310	0.09		C

CL A

<u>BLK</u>	09247X101 BLACKROCK INC	<u>65.000000</u>	340.520	13,216.61	13,216.61	22,134	8,917	0.41	567	2
<u>BLMN</u>	094235108 BLOOMIN' BRANDS INC	<u>329.000000</u>	16.890	6,691.77	6,691.77	5,557	1,135-	0.10	79	1
<u>BCC</u>	09739D100 BOISE CASCADE COMPANY	<u>190.000000</u>	25.530	5,745.80	5,745.80	4,851	895-	0.09		C
<u>BWA</u>	099724106 BORG WARNER INC	<u>173.000000</u>	43.230	9,473.20	9,473.20	7,479	1,994-	0.14	90	1
<u>BXP</u>	101121101 BOSTON PROPERTIES INC	<u>50.000000</u>	127.540	5,326.62	5,326.62	6,377	1,050	0.12	130	2
<u>BDN</u>	105368203 BRANDYWINE RLTY TR	<u>349.000000</u>	13.660	5,019.19	5,019.19	4,767	252-	0.09	209	4
<u>BMJ</u>	110122108 BRISTOL MYERS SQUIBB CO	<u>650.000000</u>	68.790	40,714.32	40,714.32	44,714	3,999	0.83	988	2
<u>BC</u>	117043109 BRUNSWICK CORP	<u>135.000000</u>	50.510	5,758.10	5,758.10	6,819	1,061	0.13	81	1
<u>CBG</u>	12504L109 CBRE GROUP INC	<u>338.000000</u>	34.580	9,028.31	9,028.31	11,688	2,660	0.22		C
<u>CNO</u>	12621E103 CNO FINANCIAL GROUP, INC	<u>219.000000</u>	19.090	4,055.80	4,055.80	4,181	125	0.08	61	1
<u>CSX</u>	126408103 CSX CORP	<u>309.000000</u>	25.950	8,370.45	8,370.45	8,019	352-	0.15	222	2
<u>CVS</u>	126650100 CVS HEALTH CORPORATION	<u>378.000000</u>	97.770	10,486.14	10,486.14	36,957	26,471	0.69	643	1
<u>CBT</u>	127055101 CABOT CORP	<u>83.000000</u>	40.880	4,218.43	4,218.43	3,393	825-	0.06	73	2
<u>CAA</u>	128195104 CALATLANTIC GROUP INC	<u>135.000000</u>	37.920	6,006.08	6,006.08	5,119	887-	0.10	22	C
<u>CATM</u>	14161H108 CARDTRONICS INC	<u>161.000000</u>	33.650	6,665.67	6,665.67	5,418	1,248-	0.10		C
<u>CRZO</u>	144577103 CARRIZO OIL & GAS INC	<u>90.000000</u>	29.580	4,616.02	4,616.02	2,662	1,954-	0.05		C
<u>CELG</u>	151020104 CELGENE CORP	<u>184.000000</u>	119.760	14,677.60	14,677.60	22,036	7,358	0.41		C
<u>CHFC</u>	163731102 CHEMICAL FINANCE CORP	<u>93.000000</u>	34.270	2,913.63	2,913.63	3,187	273	0.06	97	3
<u>CNK</u>	17243V102 CINEMARK HOLDINGS INC	<u>187.000000</u>	33.430	6,201.24	6,201.24	6,251	50	0.12	187	2
<u>CRUS</u>	172755100 CIRRUS LOGIC CORP	<u>173.000000</u>	29.530	5,526.98	5,526.98	5,109	418-	0.09		C
<u>CSCO</u>	17275R102 CISCO SYSTEMS INC	<u>751.000000</u>	27.155	3,287.88	3,287.88	20,393	17,106	0.38	631	3
<u>C</u>	172967424 CITIGROUP INC	<u>744.000000</u>	51.750	38,516.52	38,516.52	38,502	15-	0.72	149	C

<u>CTXS</u>	177376100 CITRIX SYSTEM INC	<u>200.000000</u>	75.650	11,921.48	11,921.48	15,130	3,209	0.28		C
<u>CTSH</u>	192446102 COGNIZANT TECHNOLOGY SOLUTIONS CL A	<u>304.000000</u>	60.020	13,999.06	13,999.06	18,246	4,247	0.34		C
<u>COHR</u>	192479103 COHERENT INC	<u>80.000000</u>	65.110	4,992.82	4,992.82	5,209	216	0.10		C
<u>CMI</u>	231021106 CUMMINS INC	<u>73.000000</u>	88.010	9,872.61	9,872.61	6,425	3,448-	0.12	285	4
<u>DHI</u>	23331A109 D R HORTON INC	<u>502.000000</u>	32.030	11,006.98	11,006.98	16,079	5,072	0.30	161	1
<u>DRI</u>	237194105 DARDEN RESTAURANTS INC	<u>90.000000</u>	63.640	4,091.51	4,091.51	5,728	1,636	0.11	180	3
<u>DK</u>	246647101 DELEK US HOLDINGS, INC	<u>83.000000</u>	24.600	2,033.51	2,033.51	2,042	8	0.04	50	2
	249030107 DENTSPLY INTL INC NEW	<u>147.000000</u>	60.850	7,729.26	7,729.26	8,945	1,216	0.17	43	C
<u>DEPO</u>	249908104 DEPOMED INC	<u>237.000000</u>	18.130	3,690.73	3,690.73	4,297	606	0.08		C
<u>DIS</u>	254687106 WALT DISNEY CO	<u>376.000000</u>	105.080	28,029.75	28,029.75	39,510	11,480	0.73	534	1
<u>DOV</u>	260003108 DOVER CORP	<u>58.000000</u>	61.310	4,799.00	4,799.00	3,556	1,243-	0.07	97	2
<u>DW</u>	26168L205 DREW INDUSTRIES INC	<u>37.000000</u>	60.890	2,186.01	2,186.01	2,253	67	0.04		C
<u>DFT</u>	26613Q106 DUPONT FABROS TECHNOLOGY (REIT)	<u>169.000000</u>	31.790	4,840.26	4,840.26	5,373	532	0.10	318	5
<u>EPR</u>	26884U109 EPR PROPERTIES	<u>88.000000</u>	58.450	5,301.40	5,301.40	5,144	158-	0.10	319	€
<u>EGBN</u>	268948106 EAGLE BANCORP, INC	<u>65.000000</u>	50.470	2,918.37	2,918.37	3,281	362	0.06		C
<u>EMN</u>	277432100 EASTMAN CHEMICAL CO	<u>128.000000</u>	67.510	10,076.42	10,076.42	8,641	1,435-	0.16	236	2
<u>EV</u>	278265103 EATON VANCE CORP COM NON VTG	<u>192.000000</u>	32.430	7,751.13	7,751.13	6,227	1,525-	0.12	204	3
<u>SATS</u>	278768106 ECHOSTAR CORPORATION	<u>122.000000</u>	39.110	5,864.54	5,864.54	4,771	1,093-	0.09		C
<u>ECL</u>	278865100 ECOLAB INC	<u>357.000000</u>	114.380	37,232.77	37,232.77	40,834	3,601	0.76	500	1
<u>EFII</u>	286082102 ELECTRONICS FOR IMAGING INC	<u>129.000000</u>	46.740	5,556.15	5,556.15	6,029	473	0.11		C
<u>EBS</u>	29089Q105 EMERGENT BIOSOLUTIONS	<u>136.000000</u>	40.010	3,664.72	3,664.72	5,441	1,777	0.10		C

INC										
<u>ENS</u>	29275Y102 ENERSYS	<u>45.000000</u>	55.930	3,220.56	3,220.56	2,517	704-	0.05	32	1
<u>ENTG</u>	29362U104 ENTEGRIS INC	<u>313.000000</u>	13.270	3,851.03	3,851.03	4,154	302	0.08		C
<u>EEFT</u>	298736109 EURONET WORLDWIDE INC	<u>81.000000</u>	72.430	3,981.95	3,981.95	5,867	1,885	0.11		C
<u>ESRX</u>	30219G108 EXPRESS SCRIPTS HOLDING CO	<u>87.000000</u>	87.410	6,299.58	6,299.58	7,605	1,305	0.14		C
<u>XOM</u>	30231G102 EXXON MOBIL CORP	<u>526.000000</u>	77.950	38,541.71	38,541.71	41,002	2,460	0.76	1,536	3
<u>FNB</u>	302520101 FNB CORP	<u>535.000000</u>	13.340	6,729.05	6,729.05	7,137	408	0.13	257	3
<u>FB</u>	30303M102 FACEBOOK INC - A	<u>213.000000</u>	104.660	16,656.60	16,656.60	22,293	5,636	0.41		C
<u>FDX</u>	31428X106 FEDEX CORP	<u>254.000000</u>	148.990	41,799.67	41,799.67	37,843	3,956-	0.70	254	C
<u>FMER</u>	337915102 FIRSTMERIT CORP	<u>352.000000</u>	18.650	7,274.21	7,274.21	6,565	709-	0.12	239	3
<u>FET</u>	34984V100 FORUM ENERGY TECHNOLOGIES INC	<u>217.000000</u>	12.460	4,089.57	4,089.57	2,704	1,386-	0.05		C
<u>GMT</u>	361448103 GATX CORP	<u>139.000000</u>	42.550	7,243.02	7,243.02	5,914	1,329-	0.11	211	3
<u>GD</u>	369550108 GENERAL DYNAMICS CORP	<u>60.000000</u>	137.360	5,903.92	5,903.92	8,242	2,338	0.15	166	2
<u>GE</u>	369604103 GENERAL ELECTRIC CO	<u>1,098.000000</u>	31.150	22,177.89	22,177.89	34,203	12,025	0.64	1,010	2
<u>GPIN</u>	37940X102 GLOBAL PMTS INC	<u>135.000000</u>	64.510	4,654.80	4,654.80	8,709	4,054	0.16	5	C
<u>GMED</u>	379577208 GLOBUS MEDICAL INC-A	<u>262.000000</u>	27.820	6,741.62	6,741.62	7,289	547	0.14		C
<u>LOPE</u>	38526M106 GRAND CANYON EDUCATION INC.	<u>124.000000</u>	40.120	5,651.79	5,651.79	4,975	677-	0.09		C
<u>GVA</u>	387328107 GRANITE CONSTR INC	<u>103.000000</u>	42.910	3,485.05	3,485.05	4,420	935	0.08	54	1
<u>GPK</u>	388689101 GRAPHIC PACKAGING HOLDING CO	<u>387.000000</u>	12.830	4,453.48	4,453.48	4,965	512	0.09	77	1
<u>GWB</u>	391416104 GREAT WESTERN BANCORP INC	<u>132.000000</u>	29.020	3,991.36	3,991.36	3,831	161-	0.07	74	1
<u>HSY</u>	427866108 THE HERSHEY COMPANY	<u>432.000000</u>	89.270	40,635.46	40,635.46	38,565	2,071-	0.72	1,007	2

<u>HTH</u>	432748101 HILLTOP HOLDINGS INC	<u>232.000000</u>	19.220	5,423.27	5,423.27	4,459	964-	0.08		C
<u>HFC</u>	436106108 HOLLYFRONTIER CORPORATION	<u>813.000000</u>	39.890	34,475.32	34,475.32	32,431	2,045-	0.60	1,073	3
<u>HON</u>	438516106 HONEYWELL INTERNATIONAL INC	<u>393.000000</u>	103.570	35,676.48	35,676.48	40,703	5,027	0.76	935	2
<u>HMN</u>	440327104 HORACE MANN EDUCATORS CORP N	<u>80.000000</u>	33.180	2,508.49	2,508.49	2,654	146	0.05	80	3
<u>HUN</u>	447011107 HUNTSMAN CORP	<u>280.000000</u>	11.370	3,645.46	3,645.46	3,184	462-	0.06	140	4
<u>IDA</u>	451107106 IDACORP INC	<u>59.000000</u>	68.000	3,878.69	3,878.69	4,012	133	0.07	120	3
<u>IDTI</u>	458118106 INTEGRATED DEVICE TECH INC	<u>253.000000</u>	26.350	4,256.56	4,256.56	6,667	2,410	0.12		C
<u>INTC</u>	458140100 INTEL CORP	<u>1,361.000000</u>	34.450	19,609.87	19,609.87	46,886	27,277	0.87	1,307	2
<u>ICE</u>	45866F104 INTERCONTINENTALEXCHANGE	<u>48.000000</u>	256.260	10,110.93	10,110.93	12,300	2,190	0.23	144	1
<u>INTU</u>	461202103 INTUIT INC	<u>595.000000</u>	96.500	48,355.32	48,355.32	57,418	9,062	1.07	714	1
<u>IRDM</u>	46269C102 IRIDIUM COMMUNICATIONS, INC	<u>564.000000</u>	8.410	5,938.85	5,938.85	4,743	1,196-	0.09		C
<u>JPM</u>	46625H100 J P MORGAN CHASE & CO	<u>612.000000</u>	66.030	29,872.68	29,872.68	40,410	10,538	0.75	1,077	2
<u>JOY</u>	481165108 JOY GLOBAL INC	<u>129.000000</u>	12.610	6,594.90	6,594.90	1,627	4,968-	0.03	5	C
<u>JCOM</u>	48123V102 J2 GLOBAL INC	<u>78.000000</u>	82.320	4,041.10	4,041.10	6,421	2,380	0.12	98	1
<u>KEY</u>	493267108 KEYCORP	<u>552.000000</u>	13.190	7,601.47	7,601.47	7,281	321-	0.14	166	2
<u>KEYS</u>	49338L103 KEYSIGHT TECHNOLOGIES INC	<u>131.000000</u>	28.330	4,506.01	4,506.01	3,711	795-	0.07		C
<u>KRG</u>	49803T300 KITE REALTY GROUP TRUST REIT	<u>194.000000</u>	25.930	4,993.36	4,993.36	5,030	37	0.09	211	4
<u>KFY</u>	500643200 KORN FERRY INTL COM NEW	<u>132.000000</u>	33.180	3,767.28	3,767.28	4,380	612	0.08	53	1
<u>LB</u>	501797104 L BRANDS INC.	<u>211.000000</u>	95.820	20,588.73	20,588.73	20,218	371-	0.38	422	2
<u>LZB</u>	505336107 LA-Z-BOY CHAIR CO	<u>174.000000</u>	24.420	4,457.71	4,457.71	4,249	209-	0.08	70	1

<u>LH</u>	50540R409 LABORATORY CORP AMER HLDGS COM NEW	<u>60.000000</u>	123.640	7,044.40	7,044.40	7,418	374	0.14		C
<u>LKFN</u>	511656100 LAKELAND FINANCIAL CORP	<u>48.000000</u>	46.620	1,897.10	1,897.10	2,238	341	0.04	47	2
<u>LAD</u>	536797103 LITHIA MOTORS INC CL A	<u>38.000000</u>	106.670	2,599.65	2,599.65	4,053	1,454	0.08	30	C
<u>LFUS</u>	537008104 LITTLEFUSE INC	<u>36.000000</u>	107.010	3,314.75	3,314.75	3,852	538	0.07	42	1
<u>SHOO</u>	556269108 STEVEN MADDEN, LTD.	<u>121.000000</u>	30.220	4,446.41	4,446.41	3,657	790-	0.07		C
<u>MAS</u>	574599106 MASCO CORP	<u>332.000000</u>	28.300	6,509.99	6,509.99	9,396	2,886	0.17	126	1
<u>MMS</u>	577933104 MAXIMUS INC	<u>81.000000</u>	56.250	3,677.11	3,677.11	4,556	- 879	0.08	15	C
<u>MCD</u>	580135101 MCDONALDS CORP	<u>177.000000</u>	118.140	20,484.59	20,484.59	20,911	426	0.39	630	3
<u>MCK</u>	58155Q103 MCKESSON CORP	<u>193.000000</u>	197.230	33,430.52	33,430.52	38,065	4,635	0.71	216	C
<u>MJN</u>	582839106 MEAD JOHNSON NUTRITION COMPANY	<u>246.000000</u>	78.950	22,685.96	22,685.96	19,422	3,264-	0.36	406	2
<u>MD</u>	58502B106 MEDNAX, INC MEDNAX	<u>80.000000</u>	71.660	4,392.80	4,392.80	5,733	1,340	0.11		C
<u>MRK</u>	58933Y105 MERCK & CO. INC. NEW	<u>365.000000</u>	52.820	16,067.26	16,067.26	19,279	3,212	0.36	672	3
<u>MTH</u>	59001A102 MERITAGE HOMES CORP	<u>42.000000</u>	33.990	1,945.72	1,945.72	1,428	518-	0.03		C
<u>MCHP</u>	595017104 MICROCHIP TECHNOLOGY INC	<u>445.000000</u>	46.540	19,317.45	19,317.45	20,710	1,393	0.38	638	3
<u>MSCC</u>	595137100 MICROSEMI CORP	<u>178.000000</u>	32.590	4,819.92	4,819.92	5,801	981	0.11		C
<u>MLHR</u>	600544100 MILLER HERMAN INC	<u>197.000000</u>	28.700	5,630.64	5,630.64	5,654	23	0.11	116	2
<u>MOH</u>	60855R100 MOLINA HEALTHCARE INC	<u>49.000000</u>	60.130	3,176.34	3,176.34	2,946	230-	0.05		C
<u>MDLZ</u>	609207105 MONDELEZ INTERNATIONAL	<u>449.000000</u>	44.840	19,094.55	19,094.55	20,133	1,039	0.37	305	1
<u>MUR</u>	626717102 MURPHY OIL CORP	<u>68.000000</u>	22.450	4,208.18	4,208.18	1,527	2,682-	0.03	95	C
<u>NJR</u>	646025106 NEW JERSEY RES	<u>103.000000</u>	32.960	3,104.56	3,104.56	3,395	290	0.06	99	2
<u>NFX</u>	651290108 NEWFIELD EXPL CO	<u>200.000000</u>	32.560	5,212.07	5,212.07	6,512	1,300	0.12		C
<u>NEE</u>	65339F101	<u>391.000000</u>	103.890	22,587.28	22,587.28	40,621	18,034	0.75	1,204	2

NEXTERA ENERGY, INC.

<u>NKE</u>	654106103 NIKE INC CL B	<u>706.000000</u>	62.500	33,353.62	33,353.62	44,125	10,771	0.82	452	1
<u>OMCL</u>	68213N109 OMNICELL INC	<u>76.000000</u>	31.080	2,238.39	2,238.39	2,362	124	0.04		0
<u>ORCL</u>	68389X105 ORACLE CORPORATION	<u>1,550.000000</u>	36.530	36,008.57	36,008.57	56,622	20,613	1.05	930	1
<u>OA</u>	68557N103 ORBITAL ATK INC	<u>105.000000</u>	89.340	7,018.19	7,018.19	9,381	2,363	0.17	109	1
<u>PKG</u>	695156109 PACKAGING CORP OF AMERICA	<u>97.000000</u>	63.050	6,409.86	6,409.86	6,116	294	0.11	213	3
<u>PMT</u>	70931T103 PENNYMAC MORTGAGE INVESTMENT TR	<u>154.000000</u>	15.260	3,626.54	3,626.54	2,350	1,277	0.04	290	12
<u>PEP</u>	713448108 PEPSICO INC	<u>209.000000</u>	99.920	7,210.09	7,210.09	20,883	13,673	0.39	587	2
<u>PFE</u>	717081103 PFIZER INC	<u>1,202.000000</u>	32.280	42,736.05	42,736.05	38,801	3,935	0.72	1,442	3
<u>PSX</u>	718546104 PHILLIPS 66	<u>244.000000</u>	81.800	18,399.23	18,399.23	19,959	1,560	0.37	547	2
<u>PLT</u>	727493108 PLANTRONICS INC NEW	<u>100.000000</u>	47.420	5,105.47	5,105.47	4,742	363	0.09	60	1
<u>PRIM</u>	74164F103 PRIMORIS SERVICES CORPORATION	<u>246.000000</u>	22.030	6,892.92	6,892.92	5,419	1,474	0.10	54	1
<u>PGR</u>	743315103 PROGRESSIVE CORP OHIO	<u>222.000000</u>	31.800	5,760.42	5,760.42	7,060	1,299	0.13	152	2
<u>PRU</u>	744320102 PRUDENTIAL FINANCIAL INC	<u>244.000000</u>	81.410	9,321.35	9,321.35	19,864	10,543	0.37	683	3
<u>QCOM</u>	747525103 QUALCOMM INC	<u>426.000000</u>	49.985	15,886.86	15,886.86	21,294	5,407	0.40	818	3
<u>RDN</u>	750236101 RADIAN GROUP INC	<u>446.000000</u>	13.390	7,106.71	7,106.71	5,972	1,135	0.11	4	0
<u>RJF</u>	754730109 RAYMOND JAMES FINL INC	<u>161.000000</u>	57.970	8,662.78	8,662.78	9,333	670	0.17	129	1
<u>RGC</u>	758766109 REGAL ENTMT GROUP CL A	<u>2,051.000000</u>	18.870	40,615.95	40,615.95	38,702	1,914	0.72	1,805	4
<u>RGA</u>	759351604 REINSURANCE GROUP OF AMERICA	<u>69.000000</u>	85.550	5,258.49	5,258.49	5,903	644	0.11	102	1
<u>RSG</u>	760759100 REPUBLIC SVCS INC CL A	<u>248.000000</u>	43.990	8,096.73	8,096.73	10,910	2,813	0.20	298	2
<u>RHP</u>	78377T107 RYMAN HOSPITALITY PPTYS INC	<u>97.000000</u>	51.640	4,645.64	4,645.64	5,009	363	0.09	272	5

<u>SCSC</u>	806037107 SCANSOURCE INC	<u>93.000000</u>	32.220	3,844.38	3,844.38	2,996	848-	0.06		C
<u>SLB</u>	806857108 SCHLUMBERGER LTD	<u>756.000000</u>	69.750	49,033.08	49,033.08	52,731	3,698	0.98	1,512	2
<u>SMG</u>	810186106 SCOTTS MIRACLE-GRO CO	<u>89.000000</u>	64.510	5,439.08	5,439.08	5,741	302	0.11	167	2
<u>SEE</u>	81211K100 SEALED AIR CORP	<u>295.000000</u>	44.600	9,980.16	9,980.16	13,157	3,177	0.24	153	1
<u>SBGI</u>	829226109 SINCLAIR BROADCAST GROUP INC CL A	<u>129.000000</u>	32.540	3,436.83	3,436.83	4,198	761	0.08	85	2
<u>SKYW</u>	830879102 SKYWEST INC	<u>205.000000</u>	19.020	3,153.45	3,153.45	3,899	746	0.07	33	C
<u>SNA</u>	833034101 SNAP ON INC	<u>102.000000</u>	171.430	11,196.78	11,196.78	17,486	6,289	0.33	249	1
<u>SO</u>	842587107 SOUTHERN CO	<u>930.000000</u>	46.790	41,070.58	41,070.58	43,515	2,444	0.81	2,018	4
<u>STMP</u>	852857200 STAMPS.COM INC.	<u>37.000000</u>	109.610	1,701.42	1,701.42	4,056	2,354	0.08		C
<u>SBUX</u>	855244109 STARBUCKS CORP	<u>349.000000</u>	60.030	12,832.99	12,832.99	20,950	8,117	0.39	279	1
<u>SCS</u>	858155203 STEELCASE INC CL A	<u>227.000000</u>	14.900	4,065.77	4,065.77	3,382	683-	0.06	102	3
<u>SF</u>	860630102 STIFEL FINL CORP	<u>156.000000</u>	42.360	7,655.82	7,655.82	6,608	1,048-	0.12		C
<u>SYK</u>	863667101 STRYKER CORP	<u>200.000000</u>	92.940	6,699.63	6,699.63	18,588	11,888	0.35	304	1
<u>INN</u>	866082100 SUMMIT HOTEL PROPERTIES, INC	<u>387.000000</u>	11.950	4,090.52	4,090.52	4,625	534	0.09	182	3
<u>STI</u>	867914103 SUNTRUST BKS INC	<u>975.000000</u>	42.840	40,173.29	40,173.29	41,769	1,596	0.78	936	2
<u>SMCI</u>	86800U104 SUPER MICRO COMPUTER, INC.	<u>233.000000</u>	24.510	7,409.39	7,409.39	5,711	1,699-	0.11		C
<u>SUPN</u>	868459108 SUPERNUS PHARMACEUTICALS	<u>239.000000</u>	13.440	4,370.40	4,370.40	3,212	1,158-	0.06		C
<u>SWFT</u>	87074U101 SWIFT TRANSPORTATION CO.	<u>279.000000</u>	13.820	7,132.48	7,132.48	3,856	3,277-	0.07		C
<u>SYNA</u>	87157D109 SYNAPTICS INC	<u>65.000000</u>	80.340	3,879.52	3,879.52	5,222	1,343	0.10		C
<u>SNPS</u>	871607107 SYNOPSYS INC	<u>143.000000</u>	45.610	5,950.38	5,950.38	6,522	572	0.12		C
<u>TJX</u>	872540109 TJX COS INC NEW	<u>227.000000</u>	70.910	13,786.69	13,786.69	16,097	2,310	0.30	191	1

<u>TMH</u>	87817A107 TEAM HEALTH HOLDINGS, INC.	<u>126.000000</u>	43.890	6,372.82	6,372.82	5,530	843-	0.10		C
<u>TEN</u>	880349105 TENNECO AUTOMOTIVE INC	<u>87.000000</u>	45.910	5,284.95	5,284.95	3,994	1,291-	0.07		C
<u>TSRA</u>	88164L100 TESSERA TECHNOLOGIES INC	<u>146.000000</u>	30.010	5,808.07	5,808.07	4,381	1,427-	0.08	117	2
<u>TXRH</u>	882681109 TEXAS ROADHOUSE INC	<u>150.000000</u>	35.770	3,913.74	3,913.74	5,366	1,452	0.10	102	1
<u>TMO</u>	883556102 THERMO FISHER SCIENTIFIC, INC.	<u>154.000000</u>	141.850	7,275.11	7,275.11	21,845	14,570	0.41	92	C
<u>THO</u>	885160101 THOR INDS INC	<u>103.000000</u>	56.150	5,569.11	5,569.11	5,783	214	0.11	124	2
<u>MMM</u>	88579Y101 3M CO	<u>271.000000</u>	150.640	17,226.25	17,226.25	40,823	23,597	0.76	1,111	2
<u>TBI</u>	89785X101 TRUEBLUE INC	<u>93.000000</u>	25.760	2,353.56	2,353.56	2,396	42	0.04		C
<u>USCR</u>	90333L201 U S CONCRETE INC	<u>57.000000</u>	52.660	2,066.40	2,066.40	3,002	935	0.06		C
<u>UNP</u>	907818108 UNION PAC CORP	<u>451.000000</u>	78.200	41,145.67	41,145.67	35,268	5,877-	0.66	992	2
<u>UTX</u>	913017109 UNITED TECHNOLOGIES CORP	<u>422.000000</u>	96.070	31,385.11	31,385.11	40,542	9,156	0.75	1,080	2
<u>WOOF</u>	918194101 VCA, INC.	<u>94.000000</u>	55.000	3,322.77	3,322.77	5,170	1,847	0.10		C
<u>VAL</u>	920355104 VALSPAR CORP	<u>141.000000</u>	82.950	10,121.42	10,121.42	11,696	1,575	0.22	186	1
<u>VZ</u>	92343V104 VERIZON COMMUNICATIONS	<u>839.000000</u>	46.220	37,658.27	37,658.27	38,779	1,120	0.72	1,896	4
<u>VRTX</u>	92532F100 VERTEX PHARMACEUTICALS INC	<u>151.000000</u>	125.830	18,651.57	18,651.57	19,000	349	0.35		C
<u>WEC</u>	92939U106 WEC ENERGY GROUP INC	<u>133.000000</u>	51.310	6,140.88	6,140.88	6,824	683	0.13	241	3
<u>WNC</u>	929566107 WABASH NATL CORP	<u>310.000000</u>	11.830	4,185.69	4,185.69	3,667	518-	0.07		C
<u>WMT</u>	931142103 WAL MART STORES INC	<u>347.000000</u>	61.300	20,528.62	20,528.62	21,271	742	0.40	680	3
<u>WM</u>	94106L109 WASTE MANAGEMENT INC	<u>384.000000</u>	53.370	18,718.86	18,718.86	20,494	1,775	0.38	591	2
<u>WWW</u>	94733A104 WEB.COM GROUP INC.	<u>171.000000</u>	20.010	4,030.31	4,030.31	3,422	609-	0.06		C
<u>WCG</u>	94946T106 WELLCARE HEALTH PLANS INC	<u>36.000000</u>	78.210	2,697.84	2,697.84	2,816	118	0.05		C
<u>WFC</u>	949746101	<u>1,099.000000</u>	54.360	39,426.60	39,426.60	59,742	20,315	1.11	1,649	2

WELLS FARGO & CO

<u>WSBC</u>	950810101 WESBANCO INC	<u>73.000000</u>	30.020	2,236.51	2,236.51	2,191	45-	0.04	67	3
<u>WAL</u>	957638109 WESTERN ALLIANCE BANCORP	<u>177.000000</u>	35.860	4,172.34	4,172.34	6,347	2,175	0.12		C
<u>WLL</u>	966387102 WHITING PETROLEUM CORP	<u>92.000000</u>	9.440	5,119.39	5,119.39	868	4,251-	0.02		C
<u>WIBC</u>	97186T108 WILSHIRE BANCORP INC	<u>289.000000</u>	11.550	2,937.93	2,937.93	3,338	400	0.06	69	2
<u>WTFC</u>	97650W108 WINTRUST FINANCIAL CORP	<u>151.000000</u>	48.520	7,171.99	7,171.99	7,327	155	0.14	66	C
<u>XLNX</u>	983919101 XILINX INC	<u>144.000000</u>	46.970	6,697.28	6,697.28	6,764	66	0.13	179	2
<u>NBR</u>	G6359F103 NABORS INDUSTRIES LTD	<u>417.000000</u>	8.510	6,777.93	6,777.93	3,549	3,229-	0.07	100	2
<u>SIG</u>	G81276100 SIGNET JEWELERS LTD	<u>31.000000</u>	123.690	3,723.35	3,723.35	3,834	111	0.07	27	C
Total For Common Stock		53,772.000000		<u>2,290,446.43</u>	<u>2,290,446.43</u>	<u>2,684,300</u>	393,854		54,448	
Foreign Stock										
<u>ALIOY</u>	00507G102 ACTELION LTD - UNSP ADR	<u>233.000000</u>	34.865	7,406.26	7,406.26	8,124	717	0.15		C
<u>BUD</u>	03524A108 ANHEUSER BUSCH INBEV SPONSOR ADR	<u>147.000000</u>	125.000	18,481.83	18,481.83	18,375	107-	0.34	474	2
<u>ASHTY</u>	045055100 ASHTREAD GROUP PLC UNSPONSORED ADR	<u>81.000000</u>	65.972	5,816.77	5,816.77	5,344	473-	0.10	73	1
<u>ASAZY</u>	045387107 ASSA ABLY AB	<u>965.000000</u>	10.557	9,587.88	9,587.88	10,188	600	0.19	97	C
<u>ASBFY</u>	045519402 ASSOC BRITISH FOODS-UNSP ADR	<u>99.000000</u>	49.258	4,713.74	4,713.74	4,877	163	0.09	47	C
<u>BRGY</u>	055434203 BG GROUP PLC SPON ADR	<u>283.000000</u>	14.518	4,312.88	4,312.88	4,109	204-	0.08	77	1
<u>BNPOY</u>	05565A202 BNP PARIBAS SPONSORED ADR	<u>201.000000</u>	28.369	5,899.23	5,899.23	5,702	197-	0.11	116	2
<u>BAYRY</u>	072730302 BAYER A G SPONSORED ADRS ONE ADR REPRS 1 ORD SH	<u>85.000000</u>	125.793	11,981.39	11,981.39	10,692	1,289-	0.20	152	1
<u>BHP</u>	088606108 BHP BILLITON LTD SPONSORED ADR ONE ADR RPRS 2 ORD SHS	<u>243.000000</u>	25.760	10,421.39	10,421.39	6,260	4,162-	0.12	603	9
<u>BTI</u>	110448107 BRITISH AMERN TOB PLC	<u>103.000000</u>	110.450	10,985.36	10,985.36	11,376	391	0.21	467	4

	SPONSORED ADR EACH ADR REPRS TWO ORDINARY SHS									
<u>CABGY</u>	142795202 CARLSBERG A/S - B - SPON ADR	<u>456.000000</u>	17.832	8,114.45	8,114.45	8,131	17	0.15	77	C
<u>CFRUY</u>	204319107 CIE FINANCIERE RICH - UNSP ADR	<u>615.000000</u>	7.203	5,456.28	5,456.28	4,430	1,026-	0.08	58	1
<u>CMPGY</u>	20449X302 COMPASS GROUP PLC ADR	<u>483.000000</u>	17.318	8,197.54	8,197.54	8,365	167	0.16	188	2
<u>CTTAY</u>	210771200 CONTINENTAL AG SPONSORED ADR	<u>86.000000</u>	48.786	4,088.64	4,088.64	4,196	107	0.08	45	1
<u>CS</u>	225401108 CREDIT SUISSE GROUP SPONSORED ADR EACH ADR RPRS 1 REGISTERED SHR	<u>196.000000</u>	21.690	4,917.73	4,917.73	4,251	666-	0.08	146	3
<u>DWAHY</u>	234062206 DAIWA HOUSE INDUS UNSPONSORED ADR	<u>477.000000</u>	29.120	10,050.52	10,050.52	13,890	3,840	0.26	178	1
<u>ECA</u>	292505104 ENCANA CORP	<u>416.000000</u>	5.090	5,188.85	5,188.85	2,117	3,071-	0.04	116	5
<u>FSNUY</u>	35804M105 FRECENIUS SE & CO KGAA - SPON ADR	<u>445.000000</u>	17.916	6,426.85	6,426.85	7,973	1,546	0.15	36	C
<u>GEAGY</u>	361592108 GEA GROUP AG - SPON ADR	<u>60.000000</u>	40.627	2,502.00	2,502.00	2,438	64-	0.05	32	1
<u>IFJPY</u>	45672B305 INFORMA PLC -SP ADR	<u>346.000000</u>	18.070	5,972.06	5,972.06	6,252	280	0.12	181	2
<u>JAPAY</u>	471105205 JAPAN TOBACCO INC UNSPONSORED ADR	<u>575.000000</u>	18.584	8,816.78	8,816.78	10,686	1,869	0.20	188	1
<u>KBCSY</u>	48241F104 KBC GROEP NV UNSP ADR	<u>138.000000</u>	31.323	4,338.60	4,338.60	4,323	16-	0.08	109	2
<u>KDDIY</u>	48667L106 KDDI CORPORATION - UNSPONSORED ADR	<u>702.000000</u>	13.109	8,236.80	8,236.80	9,203	966	0.17	131	1
<u>KMTUY</u>	500458401 KOMATSU LTD SPON ADR NEW ONE ADR REPRS FOUR ORDINARY SHS	<u>206.000000</u>	16.559	4,217.32	4,217.32	3,411	806-	0.06	77	2
<u>LYG</u>	539439109 LLOYDS BANKING GROUP PLC SPONS ADR ONE ADR REPRESENTS 4 ORDINARY SHS	<u>1,953.000000</u>	4.360	9,625.73	9,625.73	8,515	1,111-	0.16	180	2
<u>MKTAY</u>	560877300 MAKITA CORP	<u>131.000000</u>	58.440	6,404.75	6,404.75	7,656	1,251	0.14	111	1

<u>MDLAY</u>	58502L104 MEDIOLANUM SPA UNSPONSOR ADR	<u>284.000000</u>	16.446	4,420.16	4,420.16	4,671	251	0.09	112	2
<u>NVS</u>	66987V109 NOVARTIS A G ADR ONE ADR REPRS 1/20TH OF A SHARE	<u>203.000000</u>	86.040	20,812.87	20,812.87	17,466	3,347-	0.32	459	2
<u>NVO</u>	670100205 NOVO NORDISK A/S SPONSORED ADR ONE ADR REPRS 1/2 OF CL 'B' SHS	<u>158.000000</u>	58.080	7,597.42	7,597.42	9,177	1,579	0.17	84	C
<u>PUK</u>	74435K204 PRUDENTIAL PLC ADR	<u>307.000000</u>	45.080	13,767.95	13,767.95	13,840	72	0.26	363	2
<u>RDEIY</u>	756568101 RED ELECTRICA CORPORATION SA - UNSPON ADR	<u>364.000000</u>	16.753	6,048.11	6,048.11	6,098	50	0.11	174	2
<u>RELX</u>	759530108 REED ELSEVIER PLC - SPON ADR	<u>453.000000</u>	17.830	7,874.89	7,874.89	8,077	202	0.15	184	2
<u>REXMY</u>	761655604 REXAM PLC - SPONSORED ADR	<u>141.000000</u>	44.549	6,044.22	6,044.22	6,281	237	0.12	190	3
<u>RDSA</u>	780259206 ROYAL DUTCH SHELL PLC-ADR	<u>93.000000</u>	45.790	5,459.58	5,459.58	4,258	1,201-	0.08	297	6
<u>KKPNY</u>	780641205 ROYAL KPN NV	<u>1,132.000000</u>	3.793	3,894.08	3,894.08	4,294	400	0.08	144	3
<u>RYAAY</u>	783513203 RYANAIR HOLDINGS PLC SP ADR	<u>42.000000</u>	86.460	3,058.81	3,058.81	3,631	573	0.07	91	2
<u>RYKKY</u>	78392U105 RYOHIN KEIKAKU CO LTD UNSP ADR	<u>115.000000</u>	40.550	3,088.38	3,088.38	4,663	1,575	0.09	30	C
<u>SAXPY</u>	79588J102 SAMPO OYJ - A SHS-UNSP ADR	<u>303.000000</u>	25.528	7,574.94	7,574.94	7,735	160	0.14	257	3
<u>SVNDY</u>	81783H105 SEVEN & I HOLDINGS CO.,LTD.	<u>393.000000</u>	23.068	7,573.19	7,573.19	9,066	1,493	0.17	84	C
<u>SHPG</u>	82481R106 SHIRE PLC SPONSORED ADR ONE ADR REPRES 5 ORD SHS	<u>45.000000</u>	205.000	10,638.77	10,638.77	9,225	1,414-	0.17	31	C
<u>SFTBY</u>	83404D109 SOFTBANK GROUP CORPORATION - UNSPONS ADR	<u>309.000000</u>	25.516	10,281.03	10,281.03	7,884	2,397-	0.15	35	C
<u>SNE</u>	835699307 SONY CORP SPONSORED ADR ONE ADR REPRS ONE ORD SHARES	<u>223.000000</u>	24.610	6,117.14	6,117.14	5,488	629-	0.10	15	C
<u>SMFG</u>	86562M209 SUMITOMO MITSUI FINL GROUP INC - SPONS ADR	<u>1,287.000000</u>	7.590	10,506.08	10,506.08	9,768	738-	0.18	278	2
<u>SUTNY</u>	86562X106	<u>712.000000</u>	3.832	3,003.20	3,003.20	2,728	275-	0.05	57	2

SUMITOMO MITSUI TRUST
HOLDINGS SPON ADR

<u>SWDBY</u>	870195104 SWEDBANK AB	<u>358.000000</u>	22.193	8,844.04	8,844.04	7,945	899-	0.15	387	4
<u>TELNY</u>	87944W105 TELENOR ASA-ADS	<u>94.000000</u>	50.264	6,352.50	6,352.50	4,725	1,628-	0.09	213	4
<u>TEVA</u>	881624209 TEVA PHARMACEUTICAL INDS SPONS ADR ONE ADR REPRS ONE ORD SHARE	<u>140.000000</u>	65.640	7,927.85	7,927.85	9,190	1,262	0.17	163	1
<u>UL</u>	904767704 UNILEVER PLC SPONSORED ADR ONE ADR REPRS 4 ORD SHS	<u>230.000000</u>	43.120	9,948.15	9,948.15	9,918	31-	0.18	299	3
<u>VLEEEY</u>	919134304 VALEO SA	<u>92.000000</u>	77.426	6,732.70	6,732.70	7,123	390	0.13	91	1
<u>VCISY</u>	927320101 VINCI SA	<u>341.000000</u>	16.061	5,251.84	5,251.84	5,477	225	0.10	116	2
<u>VIVHY</u>	92852T201 VIVENDI UNSPON ADR	<u>212.000000</u>	21.574	5,671.40	5,671.40	4,574	1,098-	0.08	372	8
<u>WOSYY</u>	977868306 WOLSELEY PLC ADR	<u>1,041.000000</u>	5.440	6,495.42	6,495.42	5,663	832-	0.10	124	2
<u>WTKWY</u>	977874205 WOLTERS KLUWER N V SPONSORED ADR ONE ADR REPRESENTS ONE CVA SHARE	<u>187.000000</u>	33.637	6,072.75	6,072.75	6,290	217	0.12	160	2
<u>AON</u>	G0408V102 AON PLC	<u>93.000000</u>	92.210	9,003.79	9,003.79	8,576	428-	0.16	112	1
<u>FN</u>	G3323L100 FABRINET	<u>151.000000</u>	23.820	3,198.71	3,198.71	3,597	398	0.07		C
<u>HELE</u>	G4388N106 HELEN OF TROY LTD	<u>67.000000</u>	94.250	4,394.57	4,394.57	6,315	1,920	0.12		C
<u>IVZ</u>	G491BT108 INVESCO LTD	<u>1,148.000000</u>	33.480	40,052.78	40,052.78	38,435	1,618-	0.71	1,240	3
<u>MDT</u>	G5960L103 MEDTRONIC PLC	<u>534.000000</u>	76.920	40,766.92	40,766.92	41,075	308	0.76	812	1
<u>RNR</u>	G7496G103 RENAISSANCE RE HLDGS LTD	<u>61.000000</u>	113.190	5,576.60	5,576.60	6,905	1,328	0.13	73	1
<u>STE</u>	G84720104 STERIS PLC ISIN: GB00BVVBC028 SEDOL: BVVBC02	<u>76.000000</u>	75.340	4,154.79	4,154.79	5,726	1,571	0.11	76	1
<u>ACE</u>	H0023R105 ACE LTD	<u>291.000000</u>	116.850	32,858.72	32,858.72	34,003	1,145	0.63	780	2
<u>CHKP</u>	M22465104 CHECK POINT SOFTWARE TECH LT ORD	<u>94.000000</u>	81.380	7,835.19	7,835.19	7,650	185-	0.14		C
<u>LYB</u>	N53745100	<u>236.000000</u>	86.900	18,976.47	18,976.47	20,508	1,532	0.38	736	3

LYONDELLBASELL INDUSTRIES
 - CL A SEDOL #B3SPXZ3 ISIN
 #NL0009434992

Total For Foreign Stock		21,735.000000		<u>560,037.64</u>	560,037.64	<u>558,925</u>	1,112-		12,598
Mutual Funds - Fixed Income									
<u>JYIIX</u>	41015K862 JOHN HANCOCK FUNDS III - CORE HIGH YIELD FUND	<u>9,690.821000</u>	8.930	106,224.17	106,224.17	86,539	19,685-	1.60	6,667 7
<u>PFORX</u>	693390882 PIMCO FOREIGN BOND U.S. DOLLAR HEDGED #103	<u>17,042.752000</u>	9.910	189,340.49	189,340.49	168,894	20,447-	3.13	3,289 1
<u>TGBAX</u>	880208400 TEMPLETON GLOBAL BOND FUND ADV	<u>16,349.792000</u>	11.530	211,781.21	211,781.21	188,513	23,268-	3.49	6,376 3
Total For Mutual Funds - Fixed Income		43,083.365000		<u>507,345.87</u>	507,345.87	<u>443,946</u>	63,400-		16,333
Mutual Funds - International									
<u>JOHIX</u>	00770G847 JO HAMBRO INTERNATIONAL SELECT FUND	<u>14,279.212000</u>	17.770	288,223.61	288,223.61	253,742	34,482-	4.70	1,956 C
<u>HIEMX</u>	92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	<u>3,825.923000</u>	8.960	36,154.97	36,154.97	34,280	1,875-	0.64	321 C
Total For Mutual Funds - International		18,105.135000		<u>324,378.58</u>	324,378.58	<u>288,022</u>	36,357-		2,278
Total Portfolio				5,065,760.94	5,065,760.94	5,377,205	311,444	100.00	124,914 2

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