Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► **Do not enter social security numbers on this form as it may be made public.**
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning , 2015, and ending ,

LUCY GOODING CHARITABLE FOUNDATION TRUST
POST OFFICE BOX 37349
JACKSONVILLE, FL 32236-7349

A Employer identification number: 59-2891582

B Telephone number (see instructions): (904) 786-4796

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 99,067,659.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc, received (attach schedule)				
2 Ck ► ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments			N/A	
4 Dividends and interest from securities	2,267,494.	2,267,494.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,334,661.			
b Gross sales price for all assets on line 6a 34,841,205.				
7 Capital gain net income (from Part IV, line 2)		4,334,661.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	6,602,155.	6,602,155.		
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	257,400.	64,350.		193,050.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 1	117,050.	57,050.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 2	729,776.	717,808.		11,968.
24 **Total operating and administrative expenses.** Add lines 13 through 23	1,104,226.	839,208.		205,018.
25 Contributions, gifts, grants paid Part XV	5,044,462.			5,044,462.
26 **Total expenses and disbursements.** Add lines 24 and 25	6,148,688.	839,208.		5,249,480.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	453,467.			
b **Net investment income** (if negative, enter -0-)		5,762,947.		
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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	4,977,477.	3,824,833.	3,824,833.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)	2,891,954.	3,668,852.	3,666,840.
	b Investments – corporate stock (attach schedule)	61,463,912.	67,536,263.	79,597,309.
	c Investments – corporate bonds (attach schedule)	17,226,285.	11,983,147.	11,978,677.
	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)	86,559,628.	87,013,095.	99,067,659.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable	7,830,000.	5,269,152.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	7,830,000.	5,269,152.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	117,858,491.	117,858,491.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-39,128,863.	-36,114,548.	
	30 **Total net assets or fund balances** (see instructions)	78,729,628.	81,743,943.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	86,559,628.	87,013,095.	

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	78,729,628.
2	Enter amount from Part I, line 27a	2	453,467.
3	Other increases not included in line 2 (itemize) ► See Statement 3	3	2,560,848.
4	Add lines 1, 2, and 3	4	81,743,943.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	81,743,943.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a		P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	34,841,205.		30,506,544.	4,334,661.
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				4,334,661.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 4,334,661.

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

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — **3** 4,334,661.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	4,979,759.	102,755,854.	0.048462
2013	4,091,986.	96,198,708.	0.042537
2012	4,273,410.	89,538,677.	0.047727
2011	4,184,363.	89,134,110.	0.046945
2010	4,162,584.	84,862,493.	0.049051

2	**Total** of line 1, column (d)	2	0.234722
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	0.046944
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	101,191,631.
5	Multiply line 4 by line 3	5	4,750,340.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	57,629.
7	Add lines 5 and 6	7	4,807,969.
8	Enter qualifying distributions from Part XII, line 4	8	5,249,480.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	57,629.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	57,629.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	57,629.
6	Credits/Payments			
a	2015 estimated tax pmts and 2014 overpayment credited to 2015	6a 142,461.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	142,461.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	84,832.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ► 84,832. **Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ► BONNIE H. SMITH Telephone no ► (904) 786-4796			
	Located at ► PO BOX 37349, JACKSONVILLE, FLORIDA ZIP + 4 ► 32236-7349			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ►			

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

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

				Line	Yes	No
1 a	During the year did the foundation (either directly or indirectly)					
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?			1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))					
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes	☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)			2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__					
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If 'Yes,' did it have excess business holdings in 2015 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)*			3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?			4 b		X

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

		Yes	No
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 [X]			
(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 [X]			
(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes [ ] No [X]			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) Yes [ ] No [X]			
(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 [X]			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► [ ]			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes [ ] No [ ]			
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes [ ] No [X]			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes [ ] No [X]			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
BONNIE H. SMITH POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 32.00	163,800.	0.	0.
ROBERT A. MILLS POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 4.00	31,200.	0.	0.
WILFORD C. LYON, JR. POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 4.00	31,200.	0.	0.
DAVID H. PEEK POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 4.00	31,200.	0.	0.

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	97,678,889.
b	Average of monthly cash balances	1b	5,053,731.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	102,732,620.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	102,732,620.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,540,989.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	101,191,631.
6	**Minimum investment return.** Enter 5% of line 5	6	5,059,582.

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	5,059,582.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 57,629.		
b	Income tax for 2015 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	57,629.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	5,001,953.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,001,953.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	5,001,953.

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	5,249,480.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,249,480.
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	57,629.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,191,851.

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				5,001,953.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► $ 5,249,480.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2015 distributable amount				5,001,953.
e Remaining amount distributed out of corpus	247,527.			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	247,527.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	247,527.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015 247,527.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 4

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 5				
Total			► 3a	5,044,462.
b *Approved for future payment*				
See Statement 6				
Total			► 3b	5,269,152.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,267,494.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,334,661.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				6,602,155.	

13 Total. Add line 12, columns (b), (d), and (e) 13 6,602,155.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Bonnie H Smith | 4/21/2016 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
[redacted]	Self-Prepared			[redacted]

Firm's name ► [redacted] Firm's EIN ► [redacted]

Firm's address ► [redacted] Phone no [redacted]

Statement 1
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX-2015	$ 60,000.			
FOREIGN TAX WITHHELD	57,050.	$ 57,050.		
Total	$ 117,050.	$ 57,050.		$ 0.

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
D & O INSURANCE	$ 2,250.			$ 2,250.
INVESTMENT FEES	717,808.	$ 717,808.		
MEMBERSHIPS	8,750.			8,750.
OFFICE EXPENSE	968.			968.
Total	$ 729,776.	$ 717,808.		$ 11,968.

Statement 3
Form 990-PF, Part III, Line 3
Other Increases

CURRENT YEAR DECREASE IN GRANTS PAYABLE	$ 2,560,848.
Total	$ 2,560,848.

Statement 4
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: LUCY GOODING CHARITABLE FOUNDATION TRUST
Care Of: BONNIE H SMITH, MANAGING TRUSTEE
Street Address: POST OFFICE BOX 37349
City, State, Zip Code: JACKSONVILLE, FL 32226-7349
Telephone: (904) 786-4796
E-Mail Address: bhsmith@bellsouth.net
Form and Content: SEE STATEMENT 7
Submission Deadlines: SEPTEMBER 30 OF GRANT YEAR
Restrictions on Awards: LIMITED TO DUVAL, CLAY, BAKER, NASSAU AND ST. JOHNS COUNTIES IN FLORIDA WITH EMPHASIS ON ORGANIZATIONS THAT PROVIDE DIRECT BASIC SERVICES TO CHILDREN

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
ASS'N OF FUNDRAISING PROFESSIONALS PO BOX 43024 JACKSONVILLE FL 32203	NONE		GENERAL SUPPORT	$ 2,500.
BIG BROTHERS/BIG SISTERS 40 EAST ADAMS STREET, SUITE 220 JACKSONVILLE FL 32202	NONE		TECHNOLOGY INFRASTRUCTURE	79,548.
THE BRIDGE OF NE FLORIDA 1824 PEARL STREET JACKSONVILLE FL 32206	NONE		GENERAL SUPPORT	60,000.
CAMPS:"I AM SPECIAL" 134 E. CHURCH STREET JACKSONVILLE FL 32202	NONE		CAMP FOR DISABLED CHILDREN	15,000.
CATHOLIC CHARITIES 134 E. CHURCH STREET JACKSONVILLE FL 32202	NONE		EMERGENCY ASSISTANCE FUND	60,000.
DEPAUL SCHOOL 3044 SOUTH SAN PABLO ROAD JACKSONVILLE FL 32224	NONE		GENERAL SUPPORT	20,000.
DOWN SYNDROME ASSOCIATION 4600 BEACH BLVD. JACKSONVILLE FL 32207	NONE		COMPUTER CLASSES FOR CHILDREN	18,000.
DOWNTOWN ECUMENICAL COUNCIL 215 OCEAN STREET JACKSONVILLE FL 32202	NONE		FOOD PANTRY	75,000.
GIRL SCOUTS 1000 SHEARER STREET JACKSONVILLE FL 32205	NONE		CLASSROOM SCOUTING & HOUSING PROJECT TROOPS	50,000.
HOPE HAVEN CLINIC 4600 BEACH BLVD. JACKSONVILLE FL 32207	NONE		SUPPORT OPERATIONS	60,000.
HUBBARD HOUSE PO BOX 4909 JACKSONVILLE FL 32201	NONE		DOMESTIC VIOLENCE SHELTER OPERATIONS	60,000.
N FL SCHOOL SPECIAL ED 223 MILL CREEK ROAD JACKSONVILLE FL 32211	NONE		STUDENT SPEECH THERAPY	25,000.

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
SALVATION ARMY 328 N. OCEAN STREET JACKSONVILLE FL 32202	NONE		AFTER SCHOOL PROGRAM-20K GENERAL SUPPORT-40K	$ 60,000.
ST. VINCENTS FOUNDATION 1800 BARRS STREET JACKSONVILLE FL 32203	NONE		MOBILE HEALTH OUTREACH PROGRAM FOR CHILDREN	300,000.
SULZBACHER HOMELESS CENTER 611 E. ADAMS STREET JACKSONVILLE FL 32202	NONE		HOMELESS SHELTER OPERATIONS-60K CAPITAL CAMPAIGN 500K VAN-40K	600,000.
COMMUNITY FOUNDATION 245 RIVERSIDE AVENUE, # 310 JACKSONVILLE FL 32202	NONE		SUPPORT DONORS FORUM-35K ENDOWMENT-200K DESIGNATED PROGRAMS-395K	630,000.
GIRLS ON THE RUN 2610 COUNTESS OF EGMONT ST FERNANDINA BEACH FL 32034	NONE		AFTER SCHOOL PROGRAM	20,000.
JUNIOR ACHIEVEMENT 1801 ART MUSEUM DRIVE, #101 JACKSONVILLE FL 32207	NONE		STUDENT FINANCE EDUCATION	50,000.
NONPROFIT CENTER 40 EAST ADAMS STREET #100 JACKSONVILLE FL 32202	NONE		GENERAL SUPPORT-40K ENDOWMENT-200K	240,000.
WOLFSON CHILDREN'S HOSPITAL 841 PRUDENTIAL DRIVE #1300 JACKSONVILLE FL 32207	NONE		PEDIATRIC NEUROSURGICAL CENTER: SUPPORT 250,000 ENDOWMENT 1,000,000	1,250,000.
UNITED WAY OF NE FLORIDA 1300 RIVERPLACE BLVD #500 JACKSONVILLE FL 32203	NONE		FULL SERVICE SCHOOL PROGRAM	480,000.
ASS'N OF SMALL FOUNDATION 1720 NORTH STREET NW WASHINGTON DC 20036	NONE		GENERAL SUPPORT	10,000.
MALI VAI WASHINGTON KIDS FND 2933 NORTH MYRTLE AVE, #101 JACKSONVILLE FL 32209	NONE		AFTER SCHOOL PROGRAMS	50,000.

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
BOYS & GIRLS CLUBS 1300 RIVERPLACE BLVD, #310 JACKSONVILLE FL 32207	NONE		AFTER SCHOOL PROGRAMS-3 SITES	$ 85,914.
BETTY GRIFFIN HOUSE POST OFFICE BOX 3319 ST. AUGUSTINE FL 32085	NONE		DOMESTIC VIOLENCE SHELTER OPERATIONS	25,000.
COMMUNITY CONNECTIONS POST OFFICE BOX 41086 JACKSONVILLE FL 32203	NONE		GENERAL SUPPORT	104,500.
BEACHES EMERGENCY ASSISTANCE MINISTRY P O BOX 51372 JACKSONVILLE BEACH FL 32240	NONE		EMERGENCY HOUSING ASSISTANCE	50,000.
GIRLS INC 1627 ROGERO RD JACKSONVILLE FL 32211	NONE		AFTER SCHOOL PROGRAMS	42,000.
GREENWOOD SCHOOL 9920 REGENCY SQ BLVD JACKSONVILLE FL 32225	NONE		GUIDANCE COUNSELOR	30,000.
POLICE ATHLETIC LEAGUE PO BOX 12256 JACKSONVILLE FL 32209	NONE		AFTER SCHOOL PROGRAMS SUPPORT	50,000.
PRESBYTERIAN SOCIAL MINISTRY 1016 OAK ST JACKSONVILLE FL 32204	NONE		CLOTHING MINISTRY	25,000.
PROJECT SOS 6850 BELFORT OAKS PL JACKSONVILLE FL 32216	NONE		HEALTH & MENTORING PROGRAM	30,000.
QUIGLEY HOUSE PO BOX 142 ORANGE PARK FL 32067	NONE		SUPPORT DOMESTIC VIOLENCE SHELTER	50,000.
DLC NURSE AND LEARN 4101-1 COLLEGE ST JACKSONVILLE FL 32205	NONE		GENERAL SUPPORT	42,500.
BARNABUS CENTER, INC. 11 SOUTH 11TH STREET FERNANDINA BEACH FL 32034	NONE		EMERGENCY HOUSING ASSISTANCE OPERATIONS	60,000.

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
MICAH'S PLACE P.O. BOX 16287 FERNANDINA BEACH FL 32035	NONE		DOMESTIC VIOLENCE SHELTER OPERATIONS	$ 40,000.
ALL SAINTS EARLY LEARNING 4171 HENDRICKS AVENUE JACKSONVILLE FL 32207	NONE		SPECIAL NEEDS PRESCHOOL	7,500.
COMMUNITIES IN SCHOOLS 1 RIVERSIDE AVE., #440 JACKSONVILLE FL 32202	NONE		EARLY LITERACY PROGRAM	40,000.
CARPENTER'S SHOP CENTER 1601 UNIVERSITY BLVD N JACKSONVILLE FL 32211	NONE		AFTER SCHOOL PROGRAM	10,700.
SEAMARK RANCH 1 SAN JOSE PLACE, STE 31 JACKSONVILLE FL 32257	NONE		OPERATING COSTS FOR YOUTH HOME	30,000.
METRO KIDS KONNECTION 5010 CLEVELAND RD, STE 246 JACKSONVILLE FL 32209	NONE		AFTER SCHOOL AND SUMMER PROGRAM	15,000.
HAVEN HORSE RANCH 7333 COUNTY ROAD 208 ST. AUGUSTINE FL 32033	NONE		THERAPEUTIC RIDING	10,000.
JACKSONVILLE SPEECH AND HEARING 1128 N LAURA STREET JACKSONVILLE FL 32206	NONE		GENERAL SUPPORT	12,500.
MARATHON HIGH 2610 COUNTESS OF EGMONT FERNANDINA BEACH FL 32034	NONE		HIGH SCHOOL RUNNING PROGRAM	8,800.
FEEDING NE FLORIDA 1116 EDGEWOOD AVE. N. UNITS D/E JACKSONVILLE FL 32254	NONE		CHILDREN'S FEEDING PROGRAM SUPPORT	60,000.
			Total	$ 5,044,462.

Statement 6
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
COMMUNITY FOUNDATION 245 RIVERSIDE AVE, STE 310 JACKSONVILLE FL 32202	NONE		SUPPORT DONORS FORUM	$ 210,000
UNITED WAY OF NE FLORIDA 1300 RIVERPLACE BLVD #500 JACKSONVILLE FL 32203	NONE		FULL SERVICE SCHOOL SITE	1,920,000
WOLFSON CHILDREN'S HOSPITAL 841 PRUDENTIAL DRIVE #1300 JACKSONVILLE FL 32207	NONE		PEDIATRIC NEUROSURGICAL CENTER: ENDOWMENT-500K GENERAL OPERATIONS-500K	1,000,000
ST. VINCENTS FOUNDATION 1800 BARRS STREET JACKSONVILLE FL 32203	NONE		MOBILE HEALTH OUTREACH PRGRAM FOR CHILDREN	900,000
SULZBACHER HOMELESS CENTER 611 E. ADAMS STREET JACKSONVILLE FL 32202	NONE		CAPITAL CAMPAIGN	1,000,000
FEEDING NE FLORIDA 1116 EDGEWOOD AVE. N. UNITS D/E JACKSONVILLE FL 32254			CHILDREN'S FEEDING PROGRAM SUPPORT	120,000
NONPROFIT CENTER 40 EAST ADAMS STREET, #100 JACKSONVILLE FL 32202	NONE		ENDOWMENT	100,000
BIG BROTHERS BIG SISTERS 40 EAST ADAMS STREET, SUITE 220 JACKSONVILLE FL 32202	NONE		TECHNOLOGY INFRASTRUCTURE	19,152
			Total	$ 5,269,152

POSITIONS: 640

TIER	TOTAL ASSETS (PREV CLOSE)	ANNIVERSARY DATE	SELECT ASSETS	ACCOUNT REVENUE YTD
Reserved Prestige			0 00	

CASH, MMF AND BDP | POSITIONS 29 | $3,825,502.26

Account No	Symbol/CUSIP	Security Description	Market Value ($)	Accrued Interest	YTD Int Paid	YTD Tax Withheld	APY
454-014096	-	Cash	4 000 00	-	-	-	-
454-014107	-	Cash	-33,200 52	-	-	-	-
454-014116	-	Cash	3 154 45	-	-	-	-
454-014117	-	Cash	644 80	-	-	-	-
454-014119	-	Cash	3 147 64	-	-	-	-
454-014120	-	Cash	311 25	-	-	-	-
454-014121	-	Cash	1,169 10	-	-	-	-
454-014130	-	Cash	3,615 21	-	-	-	-
Position Total	**-**	**Cash**	**-17,168 07**	-	-	-	-
454-014096	BDPS	MORGAN STANLEY BANK N A	245,000 00	3 23	55 13	0 00	0 02
454-014107	BDPS	MORGAN STANLEY BANK N A	77,421 03	1 19	13 06	0 00	0 02
454-014110	BDPS	MORGAN STANLEY BANK N A	108,446 30	2 10	19 72	0 00	0 02
454-014116	BDPS	MORGAN STANLEY BANK N A	210 514 13	3 26	31 97	0 00	0 02
454-014117	BDPS	MORGAN STANLEY BANK N A	123,616 62	1 94	13 95	0 00	0 02
454-014118	BDPS	MORGAN STANLEY BANK N A	640,402 43	10 80	264 56	0 00	0 02
454-014119	BDPS	MORGAN STANLEY BANK N A	173,295 92	2 92	25 23	0 00	0 02
454-014120	BDPS	MORGAN STANLEY BANK N A	245,000 00	4 03	31 10	0 00	0 02
454-014121	BDPS	MORGAN STANLEY BANK N A	63,956 06	1 97	19 63	0 00	0 02
454-014122	BDPS	MORGAN STANLEY BANK N A	245,000 00	3 93	23 12	0 00	0 02
454-014127	BDPS	MORGAN STANLEY BANK N A	145,020 68	2 31	16 45	0 00	0 02
454-014129	BDPS	MORGAN STANLEY BANK N A	76,865 61	1 60	13 39	0 00	0 02
454-014130	BDPS	MORGAN STANLEY BANK N A	718,294 93	10 99	55 45	0 00	0 02
Position Total	**BDPS**	**MORGAN STANLEY BANK N.A.**	**3,072,833.71**	**50.27**	**582 76**	**0.00**	**0.02**
454-014096	BDPS	MORGAN STANLEY PRIVATE BANK NA	142,518 83	0 78	17 75	0 00	0 02
454-014116	BDPS	MORGAN STANLEY PRIVATE BANK NA	0 00	0 00	14 18	0 00	0 02
454-014118	BDPS	MORGAN STANLEY PRIVATE BANK NA	245 000 00	4 03	31 61	0 00	0 02
454-014119	BDPS	MORGAN STANLEY PRIVATE BANK NA	0 00	0 00	1 60	0 00	0 02
454-014120	BDPS	MORGAN STANLEY PRIVATE BANK NA	123 446 22	1 06	5 79	0 00	0 02
454-014121	BDPS	MORGAN STANLEY PRIVATE BANK NA	0 00	0 00	0 01	0 00	0 02
454-014122	BDPS	MORGAN STANLEY PRIVATE BANK NA	13,861 57	0 32	0 33	0 00	0 02
454-014130	BDPS	MORGAN STANLEY PRIVATE BANK NA	245,000 00	4 04	29 57	0 00	0 02
Position Total	**BDPS**	**MORGAN STANLEY PRIVATE BANK NA**	**769,826 62**	**10.23**	**100.84**	**0.00**	**0.02**
Totals Cash, MMF and BDP			**$3,825,502.26**	**$60.50**	**$683.60**	**$0.00**	

Wealth Mgmt. Net Cash $3,825,502 26

STOCK / OPTIONS | POSITIONS 547 | $79,222,053.69

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
454-014116	AAP	ADVANCE AUTO PARTS	320 000	151 220	48 390 40	48 946 94	C/C
454-014107	AAPL	APPLE INC	1,675 000	105 720	177,081 00	112 031 56	C/C

M = Position purchased on Margin S = Short Position, E = External Account C = Reinvest None R = Reinvest P = Reinvest Principal (UIT's) I = Reinvest Income (UIT s) RTH = Recommend to Hold O = Open Order,
SK = Position held in Safekeeping

STOCK / OPTIONS (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
454-014117	AAPL	APPLE INC	1 875 000	105 720	198 225 00	125 063 74	C/C
454-014119	AAPL	APPLE INC	1 270 000	105 720	134 264 40	140 397 11	C/C
454-014120	AAPL	APPLE INC	3 865 000	105 720	408 607 80	191 281 59	C/C
454-014122	AAPL	APPLE INC	3,055 000	105 720	322 974 60	159 262 56	C/C
Position Total	**AAPL**	**APPLE INC**	**11,740.000**	**105.720**	**1,241,152.80**	**728,036.56**	-
454-014107	ABBV	ABBVIE INC COM	2 028 000	59 600	120 868 80	86,267 06	C/C
454-014119	ABBV	ABBVIE INC COM	2,338 000	59 600	139,344 80	152 359 28	C/C
454-014120	ABBV	ABBVIE INC COM	2 935 000	59 600	174 926 00	100 423 81	C/C
454-014130	ABBV	ABBVIE INC COM	2 050 000	59 600	122,180 00	69 760 99	C/C
Position Total	**ABBV**	**ABBVIE INC COM**	**9,361.000**	**59.600**	**557,319.60**	**408,811.14**	-
454-014117	ABT	ABBOTT LABORATORIES	3,876 000	45 280	175,505 28	152 699 63	C/C
454-014120	ABT	ABBOTT LABORATORIES	3 190 000	45 280	144 443 20	76,208 64	C/C
454-014122	ABT	ABBOTT LABORATORIES	5,775 000	45 280	261,492 00	238 330 17	C/C
454-014130	ABT	ABBOTT LABORATORIES	2 177 000	45 280	98 574 56	68,315 90	C/C
Position Total	**ABT**	**ABBOTT LABORATORIES**	**16,018 000**	**45.280**	**680,015.04**	**535,554.34**	-
454-014107	ACE	ACE LTD	1 080 000	117 730	127 148 40	102,461 95	C/C
454-014116	ACE	ACE LTD	1 085 000	117 730	127,737 05	108 369 71	C/C
454-014120	ACE	ACE LTD	2 075 000	117 730	244 289 75	213,137 64	C/C
454-014121	ACE	ACE LTD	1,140 000	117 730	134 212 20	127 305 43	C/C
Position Total	**ACE**	**ACE LTD**	**5,380 000**	**117.730**	**633,387.40**	**561,274.73**	-
454-014107	ACN	ACCENTURE PLC IRELAND CLA	1,075 000	105 160	113,047 00	81 172 90	C/C
454-014120	ADP	AUTOMATIC DATA PROCESSING INC	600 000	85 390	51 234 00	21,432 86	C/C
454-014122	ADS	ALLIANCE DATA SYSTEMS CORP	715 000	275 540	197 011 10	153 889 80	N/A
454-014119	AEP	AMERICAN ELECTRIC POWER CO	2 745 000	58 010	159 237 45	118,441 76	C/C
454-014110	AER	AERCAP HOLDINGS N V	730 000	43 220	31,550 60	30 188 60	N/A
454-014121	AFG	AMER FINANCIAL GP INC HLDG CO	565 000	72 720	41 086 80	41,696 15	C/C
454-014121	AFL	AFLAC INCORPORATED	1,430 000	60 330	86,271 90	90 092 96	C/C
454-014121	AGN	ALLERGAN PLC SHS	345 000	313 920	108 302 40	104,344 08	N/A
454-014122	AGN	ALLERGAN PLC SHS	521 000	313 920	163,552 32	128 456 43	N/A
Position Total	**AGN**	**ALLERGAN PLC SHS**	**866.000**	**313 920**	**271,854.72**	**232,800.51**	-
454-014110	AHONY	KONINKLIJKE AHOLD NV	2,815 000	21 230	59,762 45	34 510 68	N/A
454-014130	AIG	AMER INTL GP INC NEW	4 270 000	62 570	267 173 90	243 256 05	C/C
454-014122	AKAM	AKAMAI TECHNOLOGIES INC	1 289 000	53 090	68,433 01	90 125 12	C/C
454-014110	AKZOY	AKZO NOBEL NV ADR	2 087 000	22 170	46 268 79	38,978 12	C/C
454-014129	ALIOY	ACTELION LTD UNSPON ADR	1,430 000	34 940	49,964 20	43,437 50	N/A
454-014120	ALXN	ALEXION PHARM INC	528 000	192 270	101 518 56	91 344 00	N/A
454-014117	AMAT	APPLIED MATERIALS INC	8,973 000	18 880	169,410 24	97 468 06	C/C
454-014119	AMP	AMERIPRISE FINCL INC	1 221 000	107 030	130 683 63	54,497 54	C/C
454-014116	AMZN	AMAZON COM INC	900 000	686 230	617,607 00	285 660 96	C/C
454-014122	AMZN	AMAZON COM INC	725 000	686 230	497 516 75	244,804 04	C/C
Position Total	**AMZN**	**AMAZON COM INC**	**1,625.000**	**686.230**	**1,115,123.75**	**530,465.00**	-
454-014130	ANTM	ANTHEM INC COM	1 653 000	140 480	232 213 44	228 306 43	C/C
454-014110	AON	AON PLC SHS CL-A	562 000	93 380	52,479 56	36,695 33	C/C
454-014129	AON	AON PLC SHS CL-A	555 000	93 380	51 825 90	54,528 62	C/C
Position Total	**AON**	**AON PLC SHS CL-A**	**1,117.000**	**93.380**	**104,305.46**	**91,223.96**	-

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STOCK / OPTIONS (CONTINUED)

Account No.	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
454-014116	APA	APACHE CORP	2 425 000	44 820	108 688 50	119 261 26	C/C
454-014121	APC	ANADARKO PETE	1 555 000	48 720	75 759 60	134,079 43	C/C
454-014120	APD	AIR PROD & CHEM INC	689 000	131 580	90 658 62	60 670 94	C/C
454-014110	ARKAY	ARKEMA SPONS ADR	454 000	70 895	32 186 33	34 423 60	N/A
454-014129	ASAZY	ASSA ABLOY AB UNSP ADR	7 011 000	10 550	73,966 05	51 624 33	N/A
454-014129	ASBFY	ASSOC BRITISH FDS PLC ADR-NEW	730 000	50 805	37 087 65	21,788 16	N/A
454-014129	ASHTY	ASHTEAD GROUP PLC ADR	549 000	67 510	37,062 99	34 737 30	N/A
454-014110	ASML	ASML HOLDING NV NY REG NEW	690 000	89 730	61 913 70	52 156 86	N/A
454-014120	ASML	ASML HOLDING NV NY REG NEW	980 000	89 730	87 935 40	94 699 78	N/A
454-014122	ASML	ASML HOLDING NV NY REG NEW	1 510 000	89 730	135 492 30	143,443 11	N/A
Position Total	**ASML**	**ASML HOLDING NV NY REG NEW**	**3,180.000**	**89.730**	**285,341.40**	**290,299 75**	**-**
454-014122	ATVI	ACTIVISION BLIZZARD INC	7 850 000	39 100	306 935 00	224,161 97	C/C
454-014116	AXP	AMERICAN EXPRESS CO	7 413 000	70 010	518,984 13	399,836 11	C/C
454-014120	AXP	AMERICAN EXPRESS CO	2 537 000	70 010	177 615 37	166,097 68	C/C
454-014130	AXP	AMERICAN EXPRESS CO	840 000	70 010	58,808 40	48 305 46	C/C
Position Total	**AXP**	**AMERICAN EXPRESS CO**	**10,790.000**	**70.010**	**755,407.90**	**614,239 25**	**-**
454-014122	AZO	AUTOZONE INC	208 000	748 380	155,663 04	141 774 74	C/C
454-014107	BA	BOEING CO	813 000	145 310	118 137 03	110,578 98	C/C
454-014110	BABA	ALIBABA GROUP HLDG LTD	685 000	81 760	56 005 60	51 643 53	N/A
454-014110	BAYRY	BAYER AG SPON ADR	258 000	125 520	32 384 16	27,976 94	C/C
454-014129	BAYRY	BAYER AG SPON ADR	599 000	125 520	75,186 48	69 939 40	C/C
Position Total	**BAYRY**	**BAYER AG SPON ADR**	**857 000**	**125 520**	**107,570.64**	**97,916.34**	**-**
454-014110	BBVA	BANCO BILBAO VIZ ARG SA ADS	3,995 000	7 350	29,363 25	40 639 52	N/A
454-014110	BCS	BARCLAYS PLC ADR	3 337 000	13 010	43 414 37	57,649 72	N/A
454-014120	BEN	FRANKLIN RESOURCES INC	3,388 000	37 080	125,627 04	133 501 27	C/C
454-014129	BHP	BHP BILLITON LTD	1 410 000	25 890	36 504 90	63,606 47	C/C
454-014130	BHP	BHP BILLITON LTD	2 369 000	25 890	61,333 41	181 031 87	C/C
Position Total	**BHP**	**BHP BILLITON LTD**	**3,779.000**	**25.890**	**97,838.31**	**244,638.34**	**-**
454-014116	BK	BANK OF NEW YORK MELLON CORP	11,730 000	41 470	486,443 10	320 046 88	C/C
454-014107	BLK	BLACKROCK INC	238 000	344 350	81 955 30	61,036 77	C/C
454-014120	BLK	BLACKROCK INC	455 000	344 350	156,679 25	92 681 78	C/C
454-014127	BLK	BLACKROCK INC	455 000	344 350	156 679 25	121,348 51	C/C
Position Total	**BLK**	**BLACKROCK INC**	**1,148.000**	**344.350**	**395,313.80**	**275,067.06**	**-**
454-014122	BMY	BRISTOL MYERS SQUIBB CO	2 571 000	69 280	178 118 88	88,230 69	C/C
454-014127	BMY	BRISTOL MYERS SQUIBB CO	2,174 000	69 280	150,614 72	100 625 08	C/C
454-014130	BMY	BRISTOL MYERS SQUIBB CO	3,145 000	69 280	217 885 60	101,836 67	C/C
Position Total	**BMY**	**BRISTOL MYERS SQUIBB CO**	**7,890.000**	**69.280**	**546,619.20**	**290,692.44**	**-**
454-014110	BNPQY	BNP PARIBAS SP ADR REPSTG	1 505 000	28 400	42 742 00	52 967 91	N/A
454-014129	BNPQY	BNP PARIBAS SP ADR REPSTG	1,430 000	28 400	40,612 00	44,801 04	N/A
Position Total	**BNPQY**	**BNP PARIBAS SP ADR REPSTG**	**2,935.000**	**28.400**	**83,354.00**	**97,768.95**	**-**
454-014110	BNS	BANK OF NOVA SCOTIA	499 000	40 520	20,219 48	25 916 53	C/C
454-014129	BRGYY	BG GROUP PLC	2 073 000	14 550	30 162 15	37,648 68	N/A
454-014116	BRK'B	BERKSHIRE HATHAWAY CL-B NEW	3,201 000	133 160	426,245 16	260,739 41	N/A
454-014129	BTI	BRITISH AMER TOB SPON ADR	770 000	111 040	85 500 80	82 484 98	N/A
454-014120	BUD	ANHEUSER BUSCH INBEV SA SPON	1,274 000	125 320	159,657 68	141 606 95	C/C

STOCK / OPTIONS (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
454-014129	BUD	ANHEUSER BUSCH INBEV SA SPON	1 017 000	125 320	127 450 44	100 653 08	C/C
Position Total	**BUD**	**ANHEUSER BUSCH INBEV SA SPON**	**2,291.000**	**125 320**	**287,108 12**	**242,260.03**	-
454-014110	BXBLY	BRAMBLES LTD SPONSORED ADR	2 605 000	16 830	43 842 15	37 187 20	N/A
454-014110	BZLFY	BUNZL PLC NEW	2,430 000	28 060	68 185 80	27 948 24	N/A
454-014110	BZQIY	BEZEQ THE ISRAELI TELECOMM CP	4 515 000	10 900	49 213 50	40 903 16	N/A
454-014119	C	CITIGROUP INC NEW	2 868 000	52 220	149 766 96	145,878 84	C/C
454-014121	C	CITIGROUP INC NEW	3,417 000	52 220	178 435 74	158 067 52	C/C
454-014130	C	CITIGROUP INC NEW	10 900 000	52 220	569 198 00	559,762 55	C/C
Position Total	**C**	**CITIGROUP INC NEW**	**17,185.000**	**52 220**	**897,400.70**	**863,708.91**	-
454-014119	CA	CA INCORPORATED	4 878 000	28 750	140 242 50	131,548 67	C/C
454-014127	CA	CA INCORPORATED	4,629 000	28 750	133,083 75	144 225 69	C/C
Position Total	**CA**	**CA INCORPORATED**	**9,507 000**	**28 750**	**273,326 25**	**275,774.36**	-
454-014129	CABGY	CARLSBERG AS	2,720 000	17 890	48,660 80	49 524 00	N/A
454-014127	CCL	CARNIVAL CP NEW PAIRED COM	3 134 000	55 090	172 652 06	116,508 32	C/C
454-014119	CE	CELANESE CORP SERIES A COM STK	2 155 000	67 240	144 902 20	154 560 69	C/C
454-014120	CELG	CELGENE CORP	1 110 000	120 820	134,110 20	119,761 12	C/C
454-014116	CFG	CITIZENS FINANCIAL GROUP INC	4,556 000	26 280	119 731 68	117 211 76	N/A
454-014107	CFR	CULLEN FROST BANKERS INC	1 251 000	60 310	75 447 81	89 314 16	C/C
454-014110	CFRUY	COMPAGNIE FIN RICHEMONTAG ADR	5 065 000	7 120	36,062 80	47 855 27	N/A
454-014129	CFRUY	COMPAGNIE FIN RICHEMONTAG ADR	4 394 000	7 120	31 285 28	44,535 83	N/A
Position Total	**CFRUY**	**COMPAGNIE FIN RICHEMONTAG ADR**	**9,459.000**	**7.120**	**67,348.08**	**92,391.10**	-
454-014110	CHKP	CHECK POINT SOFTWARE TECH LTD	1 245 000	82 340	102 513 30	59,396 74	N/A
454-014129	CHKP	CHECK POINT SOFTWARE TECH LTD	570 000	82 340	46,933 80	48 398 42	N/A
Position Total	**CHKP**	**CHECK POINT SOFTWARE TECH LTD**	**1,815.000**	**82.340**	**149,447.10**	**107,795.16**	-
454-014121	CHRW	CH ROBINSON WORLDWIDE INC NEW	2 245 000	62 330	139 930 85	143 261 43	C/C
454-014127	CINF	CINCINNATI FINANCIAL OHIO	2 341 000	59 790	139 968 39	111,091 41	C/C
454-014110	CIOXY	CIELO SA SPONSORED ADR NEW	1,212 000	8 340	10,108 08	11 171 60	N/A
454-014107	CL	COLGATE PALMOLIVE CO	1 689 000	67 080	113 298 12	112,723 87	C/C
454-014120	CMCSA	COMCAST CORP (NEW) CLASS A	3,440 000	56 800	195,392 00	171 811 62	C/C
454-014122	CMCSA	COMCAST CORP (NEW) CLASS A	4 055 000	56 800	230 324 00	199,237 72	C/C
454-014130	CMCSA	COMCAST CORP (NEW) CLASS A	4,540 000	56 800	257,872 00	175 397 28	C/C
Position Total	**CMCSA**	**COMCAST CORP (NEW) CLASS A**	**12,035.000**	**56.800**	**683,588.00**	**546,446.62**	-
454-014130	CME	CME GROUP INC	1,776 000	91 790	163,019 04	135 979 54	C/C
454-014110	CMPGY	COMPASS GROUP PLC	1 990 000	17 730	35 282 70	32,903 60	N/A
454-014129	CMPGY	COMPASS GROUP PLC	3,165 000	17 730	56 115 45	54,383 66	N/A
Position Total	**CMPGY**	**COMPASS GROUP PLC**	**5,155.000**	**17.730**	**91,398.15**	**87,287.26**	-
454-014130	CMS	CMS ENERGY CP	3,983 000	35 960	143,228 68	140,152 92	C/C
454-014116	COF	CAPITAL ONE FINANCIAL CORP	1 215 000	72 960	88 646 40	98 568 82	C/C
454-014119	COF	CAPITAL ONE FINANCIAL CORP	1,730 000	72 960	126,220 80	151 377 29	C/C
Position Total	**COF**	**CAPITAL ONE FINANCIAL CORP**	**2,945.000**	**72.960**	**214,867.20**	**249,946.11**	-
454-014116	COG	CABOT OIL & GAS CORP A	6,097 000	17 390	106,026 83	187 064 01	C/C
454-014117	COP	CONOCOPHILLIPS	2 212 000	46 860	103 654 32	135,759 98	C/C
454-014120	COP	CONOCOPHILLIPS	3,310 000	46 860	155,106 60	139 732 00	C/C
454-014127	COP	CONOCOPHILLIPS	1 781 000	46 860	83 457 66	112 710 57	C/C
454-014130	COP	CONOCOPHILLIPS	2,592 000	46 860	121,461 12	153 577 44	C/C

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STOCK / OPTIONS (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
Position Total	**COP**	**CONOCOPHILLIPS**	**9,895 000**	**46 860**	**463,679.70**	**541,779.99**	-
454-014116	COST	COSTCO WHOLESALE CORP NEW	2 136 000	163 150	348 488 40	140,801 65	C/C
454-014122	COST	COSTCO WHOLESALE CORP NEW	1 150 000	163 150	187 622 50	146 666 32	C/C
Position Total	**COST**	**COSTCO WHOLESALE CORP NEW**	**3,286.000**	**163 150**	**536,110.90**	**287,467.97**	-
454-014120	CP	CDN PACIFIC RY LTD NEW	632 000	126 480	79 935 36	81 900 15	C/C
454-014117	CPT	CAMDEN PROPERTY TRUST	986 000	77 470	76 385 42	78,437 58	C/C
454-014121	CS	CREDIT SUISSE GROUP	8,880 000	21 770	193 317 60	227 032 57	N/A
454-014129	CS	CREDIT SUISSE GROUP	1 190 000	21 770	25 906 30	29,792 60	N/A
Position Total	**CS**	**CREDIT SUISSE GROUP**	**10,070.000**	**21.770**	**219,223.90**	**256,825.17**	-
454-014127	CSAL	COMMUNICATIONS SALES INC	2 500 000	18 700	46 750 00	98,505 88	C/C
454-014117	CSCO	CISCO SYS INC	5,064 000	27 280	138,145 92	139 047 32	C/C
454-014119	CSCO	CISCO SYS INC	5 285 000	27 280	144 174 80	87,424 51	C/C
454-014127	CSCO	CISCO SYS INC	4,540 000	27 280	123,851 20	111 274 30	C/C
Position Total	**CSCO**	**CISCO SYS INC**	**14,889 000**	**27 280**	**406,171.92**	**337,746.13**	-
454-014110	CTTAY	CONTL AG SPONS ADR	1,034 000	48 240	49,880 16	48 799 63	N/A
454-014129	CTTAY	CONTL AG SPONS ADR	606 000	48 240	29 233 44	27,427 98	N/A
Position Total	**CTTAY**	**CONTL AG SPONS ADR**	**1,640.000**	**48.240**	**79,113.60**	**76,227.61**	-
454-014107	CVS	CVS HEALTH CORP COM	1 351 000	98 270	132 762 77	79,275 74	C/C
454-014122	CVS	CVS HEALTH CORP COM	2 200 000	98 270	216,194 00	166 356 29	C/C
Position Total	**CVS**	**CVS HEALTH CORP COM**	**3,551.000**	**98.270**	**348,956.77**	**245,632.03**	-
454-014107	CVX	CHEVRON CORP	1,265 000	90 360	114,305 40	150 341 71	C/C
454-014117	CVX	CHEVRON CORP	1 260 000	90 360	113 853 60	136,771 22	C/C
454-014119	CVX	CHEVRON CORP	1,423 000	90 360	128,582 28	96 668 35	C/C
454-014120	CVX	CHEVRON CORP	3 426 000	90 360	309 573 36	275,722 03	C/C
454-014121	CVX	CHEVRON CORP	2,396 000	90 360	216,502 56	213 428 03	C/C
454-014127	CVX	CHEVRON CORP	823 000	90 360	74 366 28	99,749 74	C/C
454-014130	CVX	CHEVRON CORP	2,190 000	90 360	197,888 40	153 390 80	C/C
Position Total	**CVX**	**CHEVRON CORP**	**12,783.000**	**90.360**	**1,155,071.88**	**1,126,071.88**	-
454-014127	CXW	CORRECTIONS CORP OF AMER NEW	3,165 000	26 720	84,568 80	100 031 62	C/C
454-014127	D	DOMINION RES INC (NEW)	917 000	67 250	61 668 25	52 193 35	C/C
454-014130	D	DOMINION RES INC (NEW)	3,813 000	67 250	256,424 25	197 555 36	C/C
Position Total	**D**	**DOMINION RES INC (NEW)**	**4,730.000**	**67.250**	**318,092.50**	**249,748.71**	-
454-014110	DBOEY	DEUTSCHE BOERSE AG UNSPON ADR	3 952 000	8 710	34,421 92	26 178 73	N/A
454-014117	DD	DU PONT EI DE NEMOURS & CO	1 995 000	67 470	134 602 65	102,854 71	C/C
454-014130	DD	DU PONT EI DE NEMOURS & CO	5,155 000	67 470	347,807 85	218 752 31	C/C
Position Total	**DD**	**DU PONT EI DE NEMOURS & CO**	**7,150.000**	**67.470**	**482,410.50**	**321,607.02**	-
454-014116	DEO	DIAGEO PLC SPON ADR NEW	1 870 000	109 360	204,503 20	123,312 53	C/C
454-014120	DEO	DIAGEO PLC SPON ADR NEW	908 000	109 360	99 298 88	104 653 31	C/C
454-014130	DEO	DIAGEO PLC SPON ADR NEW	1,145 000	109 360	125,217 20	133 253 04	C/C
Position Total	**DEO**	**DIAGEO PLC SPON ADR NEW**	**3,923.000**	**109.360**	**429,019.28**	**361,218.88**	-
454-014107	DFS	DISCOVER FINCL SVCS	1,590 000	54 140	86,082 60	94,328 55	C/C
454-014130	DG	DOLLAR GEN CORP NEW COM	5 230 000	71 900	376,037 00	383 939 91	C/C
454-014116	DGX	QUEST DIAGNOSTICS INC	2,068 000	71 450	147,758 60	127 518 54	C/C
454-014119	DGX	QUEST DIAGNOSTICS INC	2 055 000	71 450	146 829 75	140 500 10	C/C
454-014130	DGX	QUEST DIAGNOSTICS INC	2,605 000	71 450	186 127 25	192,681 30	C/C

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STOCK / OPTIONS (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
Position Total	**DGX**	**QUEST DIAGNOSTICS INC**	**6,728 000**	**71 450**	**480,715 60**	**460,699.94**	**-**
454-014122	DHR	DANAHER CORPORATION	2 159 000	93 340	201 521 06	132 8 13 64	C/C
454-014107	DIS	WALT DISNEY CO HLDG CO	570 000	106 030	60,437 10	68 204 49	C/C
454-014120	DIS	WALT DISNEY CO HLDG CO	1 850 000	106 030	196 155 50	120 459 01	C/C
454-014122	DIS	WALT DISNEY CO HLDG CO	1 580 000	106 030	167 527 40	180 961 25	C/C
Position Total	**DIS**	**WALT DISNEY CO HLDG CO**	**4,000 000**	**106.030**	**424,120.00**	**369,624.75**	**-**
454-014110	DKILY	DAIKIN INDS LTD UNSPON ADR	246 000	146 390	36 011 94	29 297 63	N/A
454-014110	DNHBY	DNB ASA SPONSORED ADR	171 000	122 310	20 915 01	31 760 67	N/A
454-014130	DOW	DOW CHEMICAL CO	3,600 000	51 730	186 228 00	134 153 12	C/C
454-014127	DUK	DUKE ENERGY CORP NEW	1 121 000	71 040	79 635 84	76,250 58	C/C
454-014121	DVN	DEVON ENERGY CORP NEW	1,455 000	31 800	46 269 00	93 641 43	C/C
454-014129	DWAHY	DAIWA HOUSE IND LTD ADR	3 407 000	28 780	98 053 46	62,842 93	N/A
454-014122	EBAY	EBAY INC	1,450 000	27 610	40,034 50	35 090 41	C/C
454-014116	ECA	ENCANA CORP	21,254 000	5 020	106 695 08	340 577 07	C/C
454-014129	ECA	ENCANA CORP	3 430 000	5 020	17,218 60	43 552 88	C/C
Position Total	**ECA**	**ENCANA CORP**	**24,684.000**	**5 020**	**123,913.68**	**384,129.95**	**-**
454-014116	ECL	ECOLAB INC	1,215 000	115 260	140,040 90	128 533 02	C/C
454-014120	EL	ESTEE LAUDER CO INC CL A	1 719 000	88 970	152 939 43	40,155 85	C/C
454-014107	EMC	EMC CORP MASS	3,510 000	25 790	90,522 90	86 499 69	C/C
454-014110	ENB	ENBRIDGE INC	960 000	32 840	31 526 40	40,496 11	C/C
454-014116	EOG	EOG RESOURCES INC	1 745 000	70 780	123 511 10	103 013 94	C/C
454-014121	EOG	EOG RESOURCES INC	1 185 000	70 780	83 874 30	101,919 07	C/C
Position Total	**EOG**	**EOG RESOURCES INC**	**2,930.000**	**70.780**	**207,385.40**	**204,933.01**	**-**
454-014121	EQR	EQUITY RESIDENTIAL	1 520 000	82 190	124 928 80	108,714 68	C/C
454-014110	ERIC	ERICSSON LM TEL ADR CL B NEW	4,096 000	9 640	39,485 44	48 493 06	C/C
454-014130	ES	EVERSOURCE ENERGY COM	2 235 000	50 860	113 672 10	87,125 22	C/C
454-014116	ESRX	EXPRESS SCRIPTS HLDG CO COM	2,345 000	87 900	206,125 50	138 452 20	N/A
454-014119	ETN	EATON CORP PLC SHS	2 135 000	52 460	112 002 10	151,376 36	C/C
454-014130	EXC	EXELON CORP	4,630 000	27 470	127,186 10	139 362 07	C/C
454-014119	F	FORD MOTOR CO NEW	10 120 000	14 100	142 692 00	152,429 29	C/C
454-014110	FANUY	FANUC CORPORATION UNSP ADR	1,915 000	28 870	55,286 05	51 871 45	N/A
454-014116	FB	FACEBOOK INC CL-A	1 015 000	105 800	107 387 00	105,772 74	N/A
454-014120	FB	FACEBOOK INC CL-A	2 295 000	105 800	242 811 00	207 927 54	N/A
454-014122	FB	FACEBOOK INC CL-A	1 340 000	105 800	141 772 00	104,654 81	N/A
Position Total	**FB**	**FACEBOOK INC CL-A**	**4,650.000**	**105.800**	**491,970.00**	**418,355.09**	**-**
454-014122	FDX	FEDEX CORP	645 000	149 610	96 498 45	118 221 99	C/C
454-014107	FIS	FIDELITY NATL INFORMATION SE	1 740 000	61 030	106,192 20	79 372 22	C/C
454-014119	FITB	FIFTH 3RD BANCORP OHIO	7 667 000	20 270	155 410 09	121 860 16	C/C
454-014122	FLT	FLEETCOR TECHNOLOGIES	1,190 000	144 430	171,871 70	152 214 12	N/A
454-014120	FOXA	TWENTY-FIRST CENTURY FOX CL A	5 814 000	27 360	159 071 04	138 569 33	C/C
454-014121	FRT	FEDL RLTY INVT TRUST S B I	735 000	148 210	108,934 35	105 798 60	C/C
454-014129	FSNUY	FRESENIUS SE & CO SPN ADR	2 625 000	17 950	47,118 75	33 987 60	N/A
454-014110	GBOOY	GRUPO FINANCIERO BANORTE SAB	962 000	27 160	26 127 92	34,911 53	N/A
454-014122	GD	GENL DYNAMICS CORP	575 000	137 920	79 304 00	69 800 26	C/C
454-014127	GD	GENL DYNAMICS CORP	1,426 000	137 920	196,673 92	121 482 79	C/C

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STOCK / OPTIONS (CONTINUED)

Account No.	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
Position Total	**GD**	**GENL DYNAMICS CORP**	**2,001 000**	**137 920**	**275,977 92**	**191,283.05**	-
454-014121	GE	GENERAL ELECTRIC CO	10 965 000	31 190	341 998 35	284,764 81	C/C
454-014127	GE	GENERAL ELECTRIC CO	7 155 000	31 190	223 164 45	193 963 22	C/C
454-014130	GE	GENERAL ELECTRIC CO	21,805 000	31 190	680 097 95	474,680 08	C/C
Position Total	**GE**	**GENERAL ELECTRIC CO**	**39,925.000**	**31.190**	**1,245,260.75**	**953,408.11**	-
454-014110	GEAGY	GEA GROUP AG SPON ADR	575 000	40 170	23 097 75	22,708 30	N/A
454-014129	GEAGY	GEA GROUP AG SPON ADR	355 000	40 170	14,260 35	14 757 92	N/A
Position Total	**GEAGY**	**GEA GROUP AG SPON ADR**	**930 000**	**40 170**	**37,358.10**	**37,466.22**	-
454-014119	GILD	GILEAD SCIENCE	1,330 000	101 650	135,194 50	148 744 52	C/C
454-014120	GILD	GILEAD SCIENCE	957 000	101 650	97 279 05	79,592 80	C/C
454-014122	GILD	GILEAD SCIENCE	1,755 000	101 650	178 395 75	186 187 77	C/C
Position Total	**GILD**	**GILEAD SCIENCE**	**4,042.000**	**101.650**	**410,869.30**	**414,526.09**	-
454-014117	GIS	GENERAL MILLS INC	2 085 000	57 900	120,721 50	83 662 64	C/C
454-014121	GIS	GENERAL MILLS INC	2 295 000	57 900	132 880 50	130 766 38	C/C
Position Total	**GIS**	**GENERAL MILLS INC**	**4,380.000**	**57.900**	**253,602 00**	**214,429.02**	-
454-014107	GM	GENERAL MTRS CO	3 330 000	34 110	113 586 30	106,592 19	C/C
454-014119	GM	GENERAL MTRS CO	4 065 000	34 110	138,657 15	144 159 94	C/C
454-014122	GM	GENERAL MTRS CO	4 962 000	34 110	169 253 82	183,588 21	C/C
Position Total	**GM**	**GENERAL MTRS CO**	**12,357.000**	**34 110**	**421,497.27**	**434,340.34**	-
454-014116	GOOG	ALPHABET INC CL C	430 000	766 870	329 754 10	162,382 63	N/A
454-014120	GOOG	ALPHABET INC CL C	145 000	766 870	111,196 15	90 029 05	N/A
Position Total	**GOOG**	**ALPHABET INC CL C**	**575 000**	**766 870**	**440,950.25**	**252,411.68**	-
454-014116	GOOGL	ALPHABET INC CL A	390 000	784 930	306,122 70	148 308 12	N/A
454-014122	GOOGL	ALPHABET INC CL A	630 000	784 930	494 505 90	313,559 30	N/A
Position Total	**GOOGL**	**ALPHABET INC CL A**	**1,020.000**	**784.930**	**800,628.60**	**461,867.42**	-
454-014130	GPS	GAP INC	5 455 000	24 900	135 829 50	186,393 80	C/C
454-014121	GS	GOLDMAN SACHS GRP INC	675 000	181 730	122,667 75	130 593 93	C/C
454-014130	GS	GOLDMAN SACHS GRP INC	1 020 000	181 730	185 364 60	190,417 32	C/C
Position Total	**GS**	**GOLDMAN SACHS GRP INC**	**1,695.000**	**181.730**	**308,032.35**	**321,011.25**	-
454-014110	GVDNY	GIVAUDAN SA ADR	1 550 000	36 500	56 575 00	27,073 35	N/A
454-014127	HAS	HASBRO INC	2,830 000	67 500	191 025 00	132 407 21	C/C
454-014122	HCA	HCA HOLDINGS INC	2 364 000	68 330	161 532 12	175,633 69	N/A
454-014117	HD	HOME DEPOT INC	1 304 000	132 820	173,197 28	79 407 10	C/C
454-014121	HD	HOME DEPOT INC	319 000	132 820	42 369 58	25,761 27	C/C
454-014122	HD	HOME DEPOT INC	1,537 000	132 820	204,144 34	122 163 02	C/C
454-014130	HD	HOME DEPOT INC	3 830 000	132 820	508 700 60	246,126 63	C/C
Position Total	**HD**	**HOME DEPOT INC**	**6,990.000**	**132.820**	**928,411.80**	**473,458.02**	-
454-014110	HENOY	HENKEL KGAA PFD SHARS SPON ADR	594 000	111 050	65 963 70	59 241 32	N/A
454-014119	HIG	HARTFORD FIN SERS GRP INC	3 701 000	43 980	162,769 98	157 315 02	C/C
454-014107	HON	HONEYWELL INTERNATIONAL INC	1 160 000	104 120	120 779 20	96,671 77	C/C
454-014117	HON	HONEYWELL INTERNATIONAL INC	1,680 000	104 120	174,921 60	104 607 72	C/C
454-014130	HON	HONEYWELL INTERNATIONAL INC	2 655 000	104 120	276 438 60	120 357 21	C/C
Position Total	**HON**	**HONEYWELL INTERNATIONAL INC**	**6,495.000**	**104.120**	**572,139.40**	**321,636.70**	-
454-014122	HOT	STARWOOD HTLS & RSTS WW INC	2 568 000	69 780	179 195 04	210,350 38	C/C
454-014127	HRB	H & R BLOCK INC	3,635 000	33 370	121,299 95	135 005 72	C/C

STOCK / OPTIONS (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Rei/ CG Re
454-014121	HUBB	HUBBELL INC	695 000	102 910	71,522 45	76 009 80	N/A
454-014119	IBM	INTL BUSINESS MACHINES CORP	1 870 000	138 150	258 340 50	302,172 15	C/C
454-014120	IBM	INTL BUSINESS MACHINES CORP	945 000	138 150	130 551 75	162 344 97	C/C
454-014130	IBM	INTL BUSINESS MACHINES CORP	610 000	138 150	84 271 50	117,705 60	C/C
Position Total	**IBM**	**INTL BUSINESS MACHINES CORP**	**3,425.000**	**138 150**	**473,163.75**	**582,222.72**	-
454-014120	ICE	INTERCONTINENTALEXCHANGE GROUP	415 000	256 090	106 277 35	100,212 66	C/C
454-014122	IDXX	IDEXX LABS	2,045 000	73 660	150,634 70	150 968 38	N/A
454-014129	IFJPY	INFORMA PLC	2 559 000	18 430	47 162 37	41,191 60	N/A
454-014119	INTC	INTEL CORP	4,733 000	34 690	164,187 77	106 169 53	C/C
454-014121	INTC	INTEL CORP	3 085 000	34 690	107 018 65	94,103 75	C/C
454-014127	INTC	INTEL CORP	4,391 000	34 690	152,323 79	104 320 99	C/C
454-014130	INTC	INTEL CORP	12 725 000	34 690	441 430 25	310,052 28	C/C
Position Total	**INTC**	**INTEL CORP**	**24,934.000**	**34.690**	**864,960.46**	**614,646.55**	-
454-014122	INTU	INTUIT INC	1 950 000	97 680	190 476 00	157,799 49	C/C
454-014119	IP	INTERNATIONAL PAPER CO	2,898 000	37 980	110,066 04	88 375 26	C/C
454-014130	IP	INTERNATIONAL PAPER CO	3 831 000	37 980	145 501 38	183,248 94	C/C
Position Total	**IP**	**INTERNATIONAL PAPER CO**	**6,729.000**	**37 980**	**255,567.42**	**271,624.20**	-
454-014121	IVZ	INVESCO LTD	4 763 000	33 470	159 417 61	170,150 37	C/C
454-014129	JAPAY	JAPAN TOB INC	3,535 000	18 250	64,513 75	60 933 75	N/A
454-014110	JBAXY	JULIUS BAER GROUP LTD UN ADR	5 181 000	9 760	50 566 56	53 638 11	N/A
454-014116	JCI	JOHNSON CONTROLS INCORPORATED	3,730 000	39 740	148,230 20	168 563 92	C/C
454-014107	JNJ	JOHNSON & JOHNSON	1 145 000	103 350	118 335 75	113,410 71	C/C
454-014117	JNJ	JOHNSON & JOHNSON	1,775 000	103 350	183,446 25	164 383 99	C/C
454-014119	JNJ	JOHNSON & JOHNSON	1 514 000	103 350	156 471 90	90,346 85	C/C
454-014121	JNJ	JOHNSON & JOHNSON	2,595 000	103 350	268,193 25	244 152 86	C/C
454-014130	JNJ	JOHNSON & JOHNSON	2 807 000	103 350	290 103 45	199,682 64	C/C
Position Total	**JNJ**	**JOHNSON & JOHNSON**	**9,836.000**	**103.350**	**1,016,550.60**	**811,977 06**	-
454-014107	JPM	JPMORGAN CHASE & CO	2 099 000	66 470	139 520 53	113,061 47	C/C
454-014116	JPM	JPMORGAN CHASE & CO	5,725 000	66 470	380,540 75	317 569 80	C/C
454-014117	JPM	JPMORGAN CHASE & CO	1 739 000	66 470	115 591 33	60,891 74	C/C
454-014119	JPM	JPMORGAN CHASE & CO	4,746 000	66 470	315,466 62	168 846 10	C/C
454-014120	JPM	JPMORGAN CHASE & CO	3 850 000	66 470	255 909 50	152,023 93	C/C
454-014121	JPM	JPMORGAN CHASE & CO	3,625 000	66 470	240,953 75	164 883 87	C/C
454-014122	JPM	JPMORGAN CHASE & CO	4 815 000	66 470	320 053 05	322,473 27	C/C
454-014130	JPM	JPMORGAN CHASE & CO	11,655 000	66 470	774,707 85	445,572 67	C/C
Position Total	**JPM**	**JPMORGAN CHASE & CO**	**38,254.000**	**66.470**	**2,542,743.38**	**1,745,322.85**	-
454-014129	KBCSY	KBC GROUP NV UNSPONS ADR	949 000	31 510	29,902 99	28,524 85	N/A
454-014129	KDDIY	KDDI CORP UNSPON ADR	4 740 000	13 020	61 714 80	47,047 18	N/A
454-014121	KEY	KEYCORP NEW	5 815 000	13 280	77 223 20	77,910 63	C/C
454-014129	KKPNY	ROYAL KPN NV SPONS ADR	7 575 000	3 830	29 012 25	24 801 79	N/A
454-014107	KMI	KINDER MORGAN INCORP	3,480 000	14 820	51,573 60	128 065 28	C/C
454-014127	KMI	KINDER MORGAN INCORP	4 799 000	14 820	71 121 18	150,323 36	C/C
Position Total	**KMI**	**KINDER MORGAN INCORP**	**8,279.000**	**14.820**	**122,694.78**	**278,388.64**	-
454-014129	KMTUY	KOMATSU LTD SPON ADR NEW	1 537 000	16 370	25 160 69	36,322 06	N/A
454-014116	KMX	CARMAX INC	2,600 000	54 570	141,882 00	123 469 00	C/C

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STOCK / OPTIONS (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
454-014117	KO	COCA COLA CO	3 050 000	43 120	131 516 00	113 195 01	C/C
454-014120	KO	COCA COLA CO	8 582 000	43 120	370,055 84	230 937 57	C/C
454-014127	KO	COCA COLA CO	1,921 000	43 120	82 833 52	77 829 51	C/C
454-014130	KO	COCA COLA CO	4,725 000	43 120	203 742 00	186,772 96	C/C
Position Total	**KO**	**COCA COLA CO**	**18,278.000**	**43.120**	**788,147.36**	**608,735.05**	-
454-014121	KORS	MICHAEL KORS HOLDINGS LTD	1 330 000	40 120	53 359 60	57,265 43	N/A
454-014121	KR	KROGER CO	3 795 000	41 770	158,517 15	126 234 56	C/C
454-014130	KR	KROGER CO	6 650 000	41 770	277 770 50	198,657 23	C/C
Position Total	**KR**	**KROGER CO**	**10,445.000**	**41.770**	**436,287.65**	**324,891 79**	-
454-014116	L	LOEWS CORPORATION	3 340 000	38 580	128 857 20	115,831 39	C/C
454-014116	LBTYK	LIBERTY GLOBAL PLC CL C NEW	5,555 000	40 680	225 977 40	221 904 98	N/A
454-014116	LH	LABORATORY CP AMER HLDGS NEW	1 125 000	124 000	139 500 00	105,976 47	C/C
454-014116	LILAK	LIBERTY GLOBAL PLC LILAC C	312 000	42 550	13,275 60	12 598 96	N/A
454-014121	LLY	ELI LILLY & CO	610 000	85 030	51 868 30	48,677 09	C/C
454-014127	LLY	ELI LILLY & CO	1,877 000	85 030	159,601 31	101 805 94	C/C
Position Total	**LLY**	**ELI LILLY & CO**	**2,487 000**	**85 030**	**211,469.61**	**150,483.03**	-
454-014130	LMT	LOCKHEED MARTIN CORP	1 040 000	218 040	226,761 60	190 196 66	C/C
454-014110	LNEGY	LINDE AG SPONSORED ADR	3 880 000	14 460	56 104 80	51,053 61	N/A
454-014122	LNKD	LINKEDIN CORP-A	690 000	227 090	156,692 10	155 515 32	N/A
454-014107	LOW	LOWES COMPANIES INC	1 275 000	76 520	97 563 00	54,566 69	C/C
454-014127	LOW	LOWES COMPANIES INC	2,392 000	76 520	183,035 84	113 967 33	C/C
Position Total	**LOW**	**LOWES COMPANIES INC**	**3,667 000**	**76.520**	**280,598.84**	**168,534.02**	-
454-014110	LRLCY	L OREAL CO ADR	1,094 000	33 890	37,075 66	23 483 81	N/A
454-014122	LVLT	LEVEL 3 COMMUNICATIONS INC NEW	3 629 000	54 270	196 945 83	177,980 70	N/A
454-014116	LVS	LAS VEGAS SANDS CORPORATION	4,853 000	43 800	212,561 40	340 480 67	C/C
454-014110	LYG	LLOYDS BANKING GROUP PLC	13 230 000	4 380	57 947 40	64 817 41	C/C
454-014129	LYG	LLOYDS BANKING GROUP PLC	15,870 000	4 380	69,510 60	75 208 36	C/C
Position Total	**LYG**	**LLOYDS BANKING GROUP PLC**	**29,100.000**	**4.380**	**127,458.00**	**140,025.77**	-
454-014107	M	MACY'S INC	1 811 000	35 160	63,674 76	95 727 32	C/C
454-014119	M	MACY'S INC	2 320 000	35 160	81 571 20	143,785 42	C/C
Position Total	**M**	**MACY'S INC**	**4,131.000**	**35 160**	**145,245.96**	**239,512.74**	-
454-014110	MAKSY	MARKS & SPENCER GRP PLC ADR	1 140 000	13 340	15 207 60	15,308 72	N/A
454-014119	MAT	MATTEL INC	5,663 000	27 090	153,410 67	171 059 61	C/C
454-014117	MCD	MC DONALDS CORP	897 000	118 660	106 438 02	78,146 54	C/C
454-014120	MCD	MC DONALDS CORP	1,546 000	118 660	183,448 36	87,179 78	C/C
454-014130	MCD	MC DONALDS CORP	2 030 000	118 660	240 879 80	181,036 21	C/C
Position Total	**MCD**	**MC DONALDS CORP**	**4,473.000**	**118.660**	**530,766.18**	**346,362.53**	-
454-014121	MCK	MCKESSON CORP	570 000	199 330	113 618 10	121 668 10	C/C
454-014116	MCO	MOODYS CORP	811 000	101 610	82,405 71	66 789 06	C/C
454-014129	MDLAY	MEDIOLANUM SPA UNSPON ADR	1 750 000	24 250	42 437 50	27,981 95	N/A
454-014107	MDLZ	MONDELEZ INTL INC COM	1 515 000	45 250	68,553 75	64 754 13	C/C
454-014130	MDLZ	MONDELEZ INTL INC COM	3 135 000	45 250	141 858 75	98,628 98	C/C
Position Total	**MDLZ**	**MONDELEZ INTL INC COM**	**4,650.000**	**45.250**	**210,412.50**	**163,383.11**	-
454-014107	MDT	MEDTRONIC PLC SHS	1 710 000	77 280	132 148 80	130,897 80	C/C
454-014121	MDT	MEDTRONIC PLC SHS	2,260 000	77 280	174 652 80	172 914 95	C/C

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STOCK / OPTIONS (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
Position Total	**MDT**	**MEDTRONIC PLC SHS**	**3,970 000**	**77 280**	**306,801.60**	**303,812.75**	**-**
454-014119	MET	METLIFE INCORPORATED	5 962 000	48 610	289,812 82	246 127 29	C/C
454-014130	MET	METLIFE INCORPORATED	4 362 000	48 610	212 036 82	226 8 18 16	C/C
Position Total	**MET**	**METLIFE INCORPORATED**	**10,324 000**	**48.610**	**501,849.64**	**472,945.45**	**-**
454-014129	MKTAY	MAKITA CORPORATION LTD ADR NEW	933 000	58 000	54 114 00	50 7 15 53	N/A
454-014107	MMC	MARSH & MCLENNAN COS INC	1 595 000	56 030	89 367 85	82,6 10 99	C/C
454-014117	MMM	3M COMPANY	1 291 000	151 540	195,638 14	115 663 20	C/C
454-014130	MMM	3M COMPANY	990 000	151 540	150 024 60	91,672 22	C/C
Position Total	**MMM**	**3M COMPANY**	**2,281.000**	**151.540**	**345,662.74**	**207,335.42**	**-**
454-014117	MO	ALTRIA GROUP INC	1 925 000	58 530	112 670 25	104,122 48	C/C
454-014120	MO	ALTRIA GROUP INC	3 911 000	58 530	228,910 83	65 881 25	C/C
454-014121	MO	ALTRIA GROUP INC	1 100 000	58 530	64 383 00	46,179 54	C/C
454-014127	MO	ALTRIA GROUP INC	5 465 000	58 530	319 866 45	247 777 37	C/C
Position Total	**MO**	**ALTRIA GROUP INC**	**12,401 000**	**58.530**	**725,830.53**	**463,960.64**	**-**
454-014107	MON	MONSANTO CO/NEW	810 000	99 160	80,319 60	91 443 66	C/C
454-014116	MON	MONSANTO CO/NEW	3 210 000	99 160	318 303 60	294,861 98	C/C
Position Total	**MON**	**MONSANTO CO/NEW**	**4,020 000**	**99 160**	**398,623.20**	**386,305.64**	**-**
454-014127	MOS	THE MOSAIC CO (HLDG CO) NEW	2 990 000	27 850	83 271 50	134,251 36	C/C
454-014130	MPC	MARATHON PETROLEUM CORP	4 915 000	51 720	254,203 80	197 443 20	C/C
454-014117	MRK	MERCK & CO INC NEW COM	3 737 000	52 940	197 836 78	182,558 51	C/C
454-014130	MRK	MERCK & CO INC NEW COM	7,272 000	52 940	384,979 68	338 648 97	C/C
Position Total	**MRK**	**MERCK & CO INC NEW COM**	**11,009 000**	**52 940**	**582,816.46**	**521,207.48**	**-**
454-014130	MRO	MARATHON OIL CO	3,764 000	12 560	47,275 84	95 108 76	C/C
454-014130	MS	MORGAN STANLEY	9 100 000	32 100	292,110 00	294,340 28	C/C
454-014107	MSFT	MICROSOFT CORP	2 445 000	55 700	136,186 50	84 773 87	C/C
454-014116	MSFT	MICROSOFT CORP	2 047 000	55 700	114 017 90	56,597 74	C/C
454-014117	MSFT	MICROSOFT CORP	4,053 000	55 700	225,752 10	116 153 51	C/C
454-014120	MSFT	MICROSOFT CORP	2 105 000	55 700	117 248 50	91,716 74	C/C
454-014121	MSFT	MICROSOFT CORP	3,045 000	55 700	169,606 50	140 877 48	C/C
454-014122	MSFT	MICROSOFT CORP	6 545 000	55 700	364 556 50	250 852 68	C/C
454-014127	MSFT	MICROSOFT CORP	2,450 000	55 700	136,465 00	92 071 67	C/C
454-014130	MSFT	MICROSOFT CORP	8 696 000	55 700	484 367 20	289,184 17	C/C
Position Total	**MSFT**	**MICROSOFT CORP**	**31,386.000**	**55.700**	**1,748,200.20**	**1,122,227.86**	**-**
454-014130	MSI	MOTOROLA SOLUTIONS INC	2 156 000	68 730	148 181 88	130 194 44	C/C
454-014107	NEE	NEXTERA ENERGY INC COM	1,113 000	103 520	115,217 76	93 554 51	C/C
454-014121	NEE	NEXTERA ENERGY INC COM	1 635 000	103 520	169 255 20	140 279 66	C/C
454-014130	NEE	NEXTERA ENERGY INC COM	2,710 000	103 520	280,539 20	189 212 20	C/C
Position Total	**NEE**	**NEXTERA ENERGY INC COM**	**5,458 000**	**103.520**	**565,012.16**	**423,046.37**	**-**
454-014127	NEU	NEWMARKET CORP (HLDG CO)	274 000	384 050	105,229 70	74,332 61	C/C
454-014122	NFLX	NETFLIX INC	1 105 000	116 860	129 130 30	121 388 67	N/A
454-014120	NKE	NIKE INC B	1,648 000	63 030	103 873 44	91,788 99	C/C
454-014107	NLSN	NIELSEN HLDGS PLC	2,022 000	46 780	94 589 16	90 705 39	N/A
454-014110	NLSN	NIELSEN HLDGS PLC	1,237 000	46 780	57,866 86	47,804 85	N/A
Position Total	**NLSN**	**NIELSEN HLDGS PLC**	**3,259.000**	**46.780**	**152,456.02**	**138,610.24**	**-**
454-014130	NOC	NORTHROP GRUMMAN CP(HLDG CO)	1,635 000	189 580	309,963 30	111 766 31	C/C

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STOCK / OPTIONS (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
454-014110	NRBAY	NORDEA NK SWEDEN AB (PUBL) ADR	3 790 000	10 940	41 462 60	41 954 22	N/A
454-014127	NSC	NORFOLK SOUTHERN CORP	1 935 000	84 600	163 701 00	146,795 10	C/C
454-014120	NSRGY	NESTLE SPON ADR REP REG SHR	3 539 000	74 500	263 655 50	109 928 99	N/A
454-014107	NVO	NOVO NORDISK A/S ADR	1 743 000	58 380	101 756 34	56,044 06	C/C
454-014120	NVO	NOVO NORDISK A/S ADR	3,905 000	58 380	227 973 90	90 399 13	C/C
454-014129	NVO	NOVO NORDISK A/S ADR	1 055 000	58 380	61 590 90	36,330 36	C/C
Position Total	**NVO**	**NOVO NORDISK A/S ADR**	**6,703.000**	**58.380**	**391,321.14**	**182,773.56**	-
454-014110	NVS	NOVARTIS AG ADR	801 000	86 520	69 302 52	46,319 68	C/C
454-014120	NVS	NOVARTIS AG ADR	1,472 000	86 520	127,357 44	113 098 08	C/C
454-014129	NVS	NOVARTIS AG ADR	1 479 000	86 520	127 963 08	108,780 58	C/C
Position Total	**NVS**	**NOVARTIS AG ADR**	**3,752.000**	**86.520**	**324,623.04**	**268,198.34**	-
454-014121	NXPI	NXP SEMICONDUCTORS NV	810 000	85 000	68 850 00	66 172 53	N/A
454-014116	ORCL	ORACLE CORP	2,454 000	36 720	90 110 88	73 851 03	C/C
454-014120	ORCL	ORACLE CORP	2 466 000	36 720	90 551 52	70,917 18	C/C
454-014121	ORCL	ORACLE CORP	4,180 000	36 720	153 489 60	170 193 00	C/C
454-014130	ORCL	ORACLE CORP	4 680 000	36 720	171 849 60	186,953 96	C/C
Position Total	**ORCL**	**ORACLE CORP**	**13,780.000**	**36.720**	**506,001.60**	**501,915.17**	-
454-014116	OXY	OCCIDENTAL PETROLEUM CORP DE	2 295 000	67 150	154 109 25	169,470 83	C/C
454-014117	OXY	OCCIDENTAL PETROLEUM CORP DE	1,652 000	67 150	110 931 80	140,997 11	C/C
454-014120	OXY	OCCIDENTAL PETROLEUM CORP DE	2 445 000	67 150	164 181 75	167,384 24	C/C
454-014121	OXY	OCCIDENTAL PETROLEUM CORP DE	2,835 000	67 150	190,370 25	240 781 71	C/C
454-014130	OXY	OCCIDENTAL PETROLEUM CORP DE	4 810 000	67 150	322 991 50	357,515 75	C/C
Position Total	**OXY**	**OCCIDENTAL PETROLEUM CORP DE**	**14,037.000**	**67.150**	**942,584.55**	**1,076,149.64**	-
454-014127	PAYX	PAYCHEX INC	2 202 000	53 120	116 970 24	84,097 65	C/C
454-014116	PCAR	PACCAR INC	2,504 000	47 730	119,515 92	136 761 82	C/C
454-014117	PCG	PG CORPORATION	1 905 000	53 100	101 155 50	99,389 83	C/C
454-014121	PCG	PG CORPORATION	1,875 000	53 100	99,562 50	101 711 63	C/C
Position Total	**PCG**	**PG CORPORATION**	**3,780.000**	**53.100**	**200,718.00**	**201,101.46**	-
454-014116	PCLN	PRICELINE GRP INC COM NEW	226 000	1 278 330	288,902 58	266 483 25	N/A
454-014110	PDRDY	PERNOD RICARD SA UNSPONS ADR	1 704 000	22 870	38 970 48	34,577 74	N/A
454-014119	PEG	PUBLIC SERVICE ENTERPRISE GP	3,621 000	38 360	138,901 56	135 524 66	C/C
454-014130	PEG	PUBLIC SERVICE ENTERPRISE GP	3 225 000	38 360	123,711 00	131,618 34	C/C
Position Total	**PEG**	**PUBLIC SERVICE ENTERPRISE GP**	**6,846.000**	**38.360**	**262,612.56**	**267,143.00**	-
454-014107	PEP	PEPSICO INC NC	1 245 000	100 500	125 122 50	119,150 32	C/C
454-014117	PEP	PEPSICO INC NC	1,528 000	100 500	153,564 00	105 746 00	C/C
454-014120	PEP	PEPSICO INC NC	1 824 000	100 500	183 312 00	98,914 59	C/C
454-014122	PEP	PEPSICO INC NC	1,245 000	100 500	125 122 50	114 250 30	C/C
Position Total	**PEP**	**PEPSICO INC NC**	**5,842.000**	**100.500**	**587,121.00**	**438,061.21**	-
454-014107	PFE	PFIZER INC	3 975 000	32 400	128,790 00	110 970 08	C/C
454-014117	PFE	PFIZER INC	6 524 000	32 400	211 377 60	144 078 31	C/C
454-014119	PFE	PFIZER INC	4,524 000	32 400	146,577 60	103 393 90	C/C
454-014122	PFE	PFIZER INC	5 617 000	32 400	181 990 80	149 991 13	C/C
454-014127	PFE	PFIZER INC	4,839 000	32 400	156,783 60	136 987 74	C/C
454-014130	PFE	PFIZER INC	17,395 000	32 400	563 598 00	484 350 15	C/C
Position Total	**PFE**	**PFIZER INC**	**42,874 000**	**32.400**	**1,389,117.60**	**1,129,771.31**	-

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STOCK / OPTIONS (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
454-014117	PG	PROCTER & GAMBLE	1 764 000	79 860	140 873 04	123 949 34	C/C
454-014119	PG	PROCTER & GAMBLE	1 890 000	79 860	150,935 40	141 323 26	C/C
454-014120	PG	PROCTER & GAMBLE	1 630 000	79 860	130 171 80	114 184 77	C/C
454-014130	PG	PROCTER & GAMBLE	4 515 000	79 860	360 567 90	318,725 85	C/C
Position Total	**PG**	**PROCTER & GAMBLE**	**9,799 000**	**79 860**	**782,548.14**	**698,183.22**	**-**
454-014107	PKG	PACKAGING CORP AMER	1 710 000	63 350	108,328 50	99,127 47	C/C
454-014117	PLD	PROLOGIS INC COM	1 612 000	43 110	69,493 32	75 352 78	C/C
454-014120	PM	PHILIP MORRIS INTL INC	5 480 000	88 410	484 486 80	276,822 90	C/C
454-014130	PM	PHILIP MORRIS INTL INC	1 532 000	88 410	135 444 12	102 171 68	C/C
Position Total	**PM**	**PHILIP MORRIS INTL INC**	**7,012.000**	**88 410**	**619,930 92**	**378,994.58**	**-**
454-014117	PNC	PNC FINL SVCS GP	1,868 000	95 810	178,973 08	139 451 51	C/C
454-014119	PNC	PNC FINL SVCS GP	1 659 000	95 810	158 948 79	91,767 01	C/C
454-014121	PNC	PNC FINL SVCS GP	1,068 000	95 810	102,325 08	83 435 37	C/C
Position Total	**PNC**	**PNC FINL SVCS GP**	**4,595 000**	**95 810**	**440,246.95**	**314,653.89**	**-**
454-014121	PPG	PPG INDUSTRIES INC	1 405 000	99 700	140 078 50	153 044 05	C/C
454-014122	PPG	PPG INDUSTRIES INC	2 045 000	99 700	203 886 50	220,013 09	C/C
Position Total	**PPG**	**PPG INDUSTRIES INC**	**3,450 000**	**99.700**	**343,965.00**	**373,057.14**	**-**
454-014121	PPS	POST PROPERTIES INC	955 000	59 750	57 061 25	55,287 14	C/C
454-014130	PRU	PRUDENTIAL FINANCIAL INC	3 305 000	82 110	271 373 55	191 890 64	C/C
454-014107	PSX	PHILLIPS 66 COM	1 135 000	81 710	92 740 85	70,269 03	C/C
454-014110	PUBGY	PUBLICIS GROUPE SA ADS	2,440 000	16 720	40,796 80	45 919 05	N/A
454-014110	PUK	PRUDENTIAL PLC ADR	1 320 000	45 360	59 875 20	59,882 39	N/A
454-014121	PUK	PRUDENTIAL PLC ADR	2 275 000	45 360	103,194 00	110 914 27	N/A
454-014129	PUK	PRUDENTIAL PLC ADR	2 151 000	45 360	97 569 36	81,589 96	N/A
Position Total	**PUK**	**PRUDENTIAL PLC ADR**	**5,746.000**	**45.360**	**260,638 56**	**252,386.62**	**-**
454-014107	PX	PRAXAIR INC	730 000	103 210	75 343 30	90,836 15	C/C
454-014116	PX	PRAXAIR INC	1 851 000	103 210	191,041 71	243 502 02	C/C
454-014120	PX	PRAXAIR INC	1 275 000	103 210	131 592 75	76,108 76	C/C
454-014130	PX	PRAXAIR INC	825 000	103 210	85,148 25	90 004 20	C/C
Position Total	**PX**	**PRAXAIR INC**	**4,681.000**	**103.210**	**483,126.01**	**500,451.13**	**-**
454-014122	PYPL	PAYPAL HLDGS INC COM	1,450 000	36 390	52,765 50	54 264 10	N/A
454-014120	QCOM	QUALCOMM INC	2 023 000	50 210	101 574 83	92,566 96	C/C
454-014130	QCOM	QUALCOMM INC	4,440 000	50 210	222 932 40	318 070 16	C/C
Position Total	**QCOM**	**QUALCOMM INC**	**6,463.000**	**50.210**	**324,507.23**	**410,637.12**	**-**
454-014116	QVCA	LIBERTY INTERACTIVE CORP QVC A	1,750 000	27 340	47,845 00	41,088 86	N/A
454-014119	R	RYDER SYSTEMS INC	1 660 000	57 080	94 752 80	152,541 38	C/C
454-014121	RAI	REYNOLDS AMERICAN INC	2,895 000	46 440	134,443 80	101,195 28	C/C
454-014127	RAI	REYNOLDS AMERICAN INC	4 578 000	46 440	212 602 32	134 601 33	C/C
454-014130	RAI	REYNOLDS AMERICAN INC	3,165 000	46 440	146,982 60	133,361 71	C/C
Position Total	**RAI**	**REYNOLDS AMERICAN INC**	**10,638.000**	**46.440**	**494,028.72**	**369,158.32**	**-**
454-014129	RDEIY	RED ELECTRICA CORPORACION SA	2,544 000	16 690	42,459 36	33 185 01	N/A
454-014119	RDS'A	ROYAL DUTCH SHELL PLC	4 844 000	45 880	222 242 72	346,782 63	C/C
454-014129	RDS'A	ROYAL DUTCH SHELL PLC	690 000	45 880	31,657 20	45,010 12	C/C
Position Total	**RDS'A**	**ROYAL DUTCH SHELL PLC**	**5,534,000**	**45.880**	**253,899.92**	**391,792 75**	**-**
454-014121	RDS'B	ROYAL DUTCH SHELL PLC CL B	1,480 000	46 140	68 287 20	76 446 76	C/C

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454-014110	RELX	RELX PLC SPONSORED ADR	3,940 000	17 910	70 565 40	38 722 05	N/A
454-014129	RELX	RELX PLC SPONSORED ADR	2 760 000	17 910	49 431 60	48,215 38	N/A
Position Total	**RELX**	**RELX PLC SPONSORED ADR**	**6,700.000**	**17.910**	**119,997.00**	**86,937.43**	-
454-014129	REXMY	REXAM PLC	1 057 000	44 750	47 300 75	41,861 83	N/A
454-014117	RGC	REGAL ENTERTAINMENT GRP CL A	10,903 000	18 900	206 066 70	169 106 63	C/C
454-014110	RHHBY	ROCHE HOLDINGS ADR	3 179 000	34 600	109 993 40	57 047 11	C/C
454-014120	RHHBY	ROCHE HOLDINGS ADR	5,586 000	34 600	193,275 60	141 040 46	C/C
Position Total	**RHHBY**	**ROCHE HOLDINGS ADR**	**8,765.000**	**34.600**	**303,269.00**	**198,087.57**	-
454-014121	ROK	ROCKWELL AUTOMATION INC	342 000	103 850	35,516 70	35 074 15	C/C
454-014121	RRC	RANGE RESOURCES CORP	2,110 000	24 010	50 661 10	96,181 30	C/C
454-014130	RTN	RAYTHEON CO (NEW)	2,955 000	124 780	368 724 90	130 958 99	C/C
454-014129	RYAAY	RYANAIR HLDGS PLC ADR	350 000	86 020	30 107 00	17,666 59	N/A
454-014129	RYKKY	RYOHIN KEIKAKU CO LTD ADR	830 000	40 720	33,797 60	18 896 20	N/A
454-014110	SAP	SAP AG	829 000	79 580	65 971 82	44,662 56	N/A
454-014129	SAXPY	SAMPO OYJ UNSPON ADR	2,215 000	25 400	56 261 00	49 355 77	N/A
454-014110	SBGSY	SCHNEIDER ELEC SA UNSP ADR	3 500 000	11 350	39 725 00	43,933 68	N/A
454-014110	SBMRY	SABMILLER PLC SPONS ADR	805 000	60 000	48,300 00	40 018 32	N/A
454-014120	SBMRY	SABMILLER PLC SPONS ADR	1 956 000	60 000	117 360 00	92,887 10	N/A
Position Total	**SBMRY**	**SABMILLER PLC SPONS ADR**	**2,761.000**	**60.000**	**165,660.00**	**132,905.42**	-
454-014122	SBUX	STARBUCKS CORP WASHINGTON	1 695 000	60 560	102 649 20	50,591 82	C/C
454-014116	SCHW	CHARLES SCHWAB NEW	4 419 000	33 230	146,843 37	105 776 72	C/C
454-014110	SDXAY	SODEXO	3 175 000	19 600	62 230 00	39,096 20	N/A
454-014129	SFTBY	SOFTBANK CORP UNSPONS ADR	2,190 000	25 160	55,100 40	82 065 70	C/C
454-014110	SGSOY	SGS SA ADR	2 505 000	18 920	47 394 60	31,741 85	N/A
454-014129	SHPG	SHIRE PLC ADR	305 000	205 920	62,805 60	61 388 63	N/A
454-014122	SHW	SHERWIN WILLIAMS COMPANY OHIO	775 000	262 470	203 414 25	133,892 53	C/C
454-014129	SIG	SIGNET JEWELERS LIMITED	232 000	124 760	28,944 32	16 916 37	C/C
454-014121	SLB	SCHLUMBERGER LTD	1 760 000	69 950	123,112 00	140 318 72	C/C
454-014130	SLB	SCHLUMBERGER LTD	1,870 000	69 950	130,806 50	129 042 89	C/C
Position Total	**SLB**	**SCHLUMBERGER LTD**	**3,630.000**	**69.950**	**263,918.50**	**269,361.61**	-
454-014110	SMCAY	SMC CORP JAPAN SPONSORED ADR	3 945 000	13 200	52,074 00	51 262 92	N/A
454-014129	SMFG	SUMITOMO MITSUI FINL GROUP INC	9 294 000	7 640	71 006 16	85,241 86	N/A
454-014110	SMSEY	SAMSONSONITE INTL SA UNSPON	1 960 000	14 950	29,302 00	31 383 13	N/A
454-014122	SNDK	SANDISK CORP	2 772 000	76 230	211 309 56	244,836 27	C/C
454-014129	SNE	SONY CORP ADR 1974 NEW	1,380 000	24 580	33,920 40	36,910 60	C/C
454-014110	SNPHY	SANTEN PHARMACEUTICAL CO UNSP	3 482 000	16 490	57 418 18	40,549 76	N/A
454-014110	SNY	SANOFI ADR	1,435 000	42 880	61 532 80	70,079 39	N/A
454-014110	SONVY	SONOVA HLDG AG UNSP ADR	1 535 000	25 420	39,019 70	36,116 40	N/A
454-014117	SPG	SIMON PPTY GROUP INC	337 000	195 230	65,792 51	48,881 51	C/C
454-014117	SRE	SEMPRA ENERGY	1 049 000	93 260	97 829 74	99 765 91	C/C
454-014121	SRE	SEMPRA ENERGY	1,750 000	93 260	163,205 00	156,455 00	C/C
Position Total	**SRE**	**SEMPRA ENERGY**	**2,799.000**	**93.260**	**261,034.74**	**256,220.91**	-
454-014119	SSL	SASOL LTD SPON ADR	3,958 000	26 760	105,916 08	150 474 79	C/C
454-014110	ST	SENSATA TECHNOLOGIES	1 143 000	46 110	52 703 73	45 187 52	N/A
454-014130	STI	SUNTRUST BKS	9,931 000	43 160	428,621 96	315 460 62	C/C

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454-014117	STJ	ST JUDE MEDICAL INC	2 471 000	61 940	153 053 74	87 860 33	C/C
454-014120	STT	STATE STREET CORP	1 944 000	66 650	129 567 60	143,439 37	C/C
454-014110	SU	SUNCOR ENERGY INC NEW COM	925 000	25 820	23,883 50	34 660 34	C/C
454-014129	SUTNY	SUMITOMO MITSUI TR HLDGS INC	5,670 000	3 810	21 602 70	28 886 63	N/A
454-014129	SVNDY	SEVEN & I HLDGS CO LTD ADR	2 266 000	22 910	51 914 06	28 966 68	N/A
454-014129	SWDBY	SWEDBANK AB SPONS ADR	2 591 000	22 080	57 209 28	65,554 71	N/A
454-014121	SYF	SYNCHRONY FINANCIAL	2 755 000	30 360	83,641 80	87 205 40	N/A
454-014121	SYT	SYNGENTA AG ADR	1 265 000	79 090	100 048 85	89,666 16	N/A
454-014117	SYY	SYSCO CORP	3,576 000	40 990	146,580 24	112 279 30	C/C
454-014107	T	AT INC	3 668 000	34 500	126 546 00	129,052 51	C/C
454-014117	T	AT INC	4,163 000	34 500	143,623 50	139 455 37	C/C
454-014119	T	AT INC	9 101 000	34 500	313 984 50	287,287 28	C/C
Position Total	**T**	**AT INC**	**16,932.000**	**34.500**	**584,154.00**	**555,795.16**	-
454-014121	TAP	MOLSON COORS BREWING CO CL B	790 000	94 080	74 323 20	58 959 96	C/C
454-014107	TEL	TE CONNECTIVITY LTD NEW	505 000	65 120	32 885 60	33 200 52	-
454-014110	TEL	TE CONNECTIVITY LTD NEW	735 000	65 120	47 863 20	45 176 88	C/C
Position Total	**TEL**	**TE CONNECTIVITY LTD NEW**	**1,240.000**	**65.120**	**80,748.80**	**78,377.40**	-
454-014129	TELNY	TELENOR ASA ADS	660 000	50 000	33 000 00	47,008 99	N/A
454-014110	TEVA	TEVA PHARMACEUTICALS ADR	615 000	65 630	40,362 45	35 401 81	C/C
454-014119	TEVA	TEVA PHARMACEUTICALS ADR	2 541 000	65 630	166 765 83	99,267 83	C/C
454-014121	TEVA	TEVA PHARMACEUTICALS ADR	1,695 000	65 630	111,242 85	98 536 78	C/C
454-014122	TEVA	TEVA PHARMACEUTICALS ADR	1 355 000	65 630	88 928 65	79,541 88	C/C
454-014129	TEVA	TEVA PHARMACEUTICALS ADR	965 000	65 630	63,332 95	51 057 25	C/C
Position Total	**TEVA**	**TEVA PHARMACEUTICALS ADR**	**7,171.000**	**65.630**	**470,632 73**	**363,805.55**	-
454-014120	TGT	TARGET CORPORATION	1,240 000	72 950	90,458 00	62 861 02	C/C
454-014121	TGT	TARGET CORPORATION	1 050 000	72 950	76 597 50	81,442 22	C/C
Position Total	**TGT**	**TARGET CORPORATION**	**2,290.000**	**72.950**	**167,055.50**	**144,303.24**	-
454-014110	TM	TOYOTA MOTOR CP ADR NEW	588 000	123 270	72 482 76	53,456 56	C/C
454-014121	TMO	THERMO FISHER SCIENTIFIC	707 000	142 920	101,044 44	29 302 77	C/C
454-014117	TOT	TOTAL S A SPON ADR	2 245 000	44 900	100 800 50	112,702 10	C/C
454-014119	TOT	TOTAL S A SPON ADR	3,100 000	44 900	139,190 00	160 733 16	C/C
454-014120	TOT	TOTAL S A SPON ADR	2 080 000	44 900	93 392 00	111,834 65	C/C
454-014130	TOT	TOTAL S A SPON ADR	5,124 000	44 900	230,067 60	262 588 13	C/C
Position Total	**TOT**	**TOTAL S A SPON ADR**	**12,549.000**	**44.900**	**563,450.10**	**647,858.04**	-
454-014119	TRV	TRAVELERS COMPANIES INC COM	2,845 000	113 730	323 561 85	206 710 80	C/C
454-014130	TRV	TRAVELERS COMPANIES INC COM	2 335 000	113 730	265 559 55	113,116 82	C/C
Position Total	**TRV**	**TRAVELERS COMPANIES INC COM**	**5,180.000**	**113.730**	**589,121.40**	**319,827.62**	-
454-014116	TXN	TEXAS INSTRUMENTS	6 054 000	55 580	336 481 32	201,959 46	C/C
454-014120	TXN	TEXAS INSTRUMENTS	3,694 000	55 580	205,312 52	132 846 85	C/C
Position Total	**TXN**	**TEXAS INSTRUMENTS**	**9,748 000**	**55.580**	**541,793.84**	**334,806.31**	-
454-014117	TYC	TYCO INTL PLC SHS	4,288 000	32 070	137,516 16	118 502 75	C/C
454-014130	TYC	TYCO INTL PLC SHS	3 399 000	32 070	109 005 93	140,171 89	C/C
Position Total	**TYC**	**TYCO INTL PLC SHS**	**7,687.000**	**32.070**	**246,522.09**	**258,674.64**	-
454-014110	UBS	UBS GROUP AG SHS	3 543 000	19 500	69 088 50	67,133 44	N/A
454-014129	UL	UNILEVER PLC (NEW) ADS	1,370 000	43 290	59,307 30	55 547 52	C/C

M = Position purchased on Margin, S = Short Position E = External Account C = Reinvest None, R = Reinvest P = Reinvest Principal (UIT's), I = Reinvest Income (UIT s) RTH = Recommend to Hold O = Open Order.
SK = Position held in Safekeeping

STOCK / OPTIONS (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
454-014122	ULTI	ULTIMATE SOFTWARE GP INC	925 000	196 540	181 799 50	175 327 09	N/A
454-014110	UN	UNILEVER NV NY SH NEW	1 173 000	43 490	51 013 77	26 457 99	C/C
454-014130	UN	UNILEVER NV NY SH NEW	1,305 000	43 490	56 754 45	49 798 67	C/C
Position Total	**UN**	**UNILEVER NV NY SH NEW**	**2,478 000**	**43.490**	**107,768.22**	**76,256.66**	**-**
454-014107	UNH	UNITEDHEALTH GP INC	1,145 000	118 630	135,831 35	84 993 79	C/C
454-014116	UNH	UNITEDHEALTH GP INC	2 220 000	118 630	263 358 60	151,728 17	C/C
454-014122	UNH	UNITEDHEALTH GP INC	725 000	118 630	86 006 75	90 166 37	C/C
454-014130	UNH	UNITEDHEALTH GP INC	3 435 000	118 630	407 494 05	365,965 58	C/C
Position Total	**UNH**	**UNITEDHEALTH GP INC**	**7,526.000**	**118.630**	**892,690.75**	**692,853.91**	**-**
454-014121	UNM	UNUMPROVIDENT CORP	1 160 000	33 560	38 929 60	41,629 73	C/C
454-014107	UNP	UNION PACIFIC CORP	1,200 000	78 800	94,560 00	95 630 67	C/C
454-014117	UNP	UNION PACIFIC CORP	1 529 000	78 800	120 485 20	162,539 12	C/C
454-014120	UNP	UNION PACIFIC CORP	1,604 000	78 800	126,395 20	156 367 25	C/C
454-014122	UNP	UNION PACIFIC CORP	1 558 000	78 800	122 770 40	96 721 30	C/C
454-014130	UNP	UNION PACIFIC CORP	1,676 000	78 800	132 068 80	142 779 03	C/C
Position Total	**UNP**	**UNION PACIFIC CORP**	**7,567.000**	**78 800**	**596,279.60**	**654,037.37**	**-**
454-014116	UPL	ULTRA PETROLEUM CORP	6 044 000	2 480	14,989 12	160,112 12	N/A
454-014130	UPS	UNITED PARCEL SER INC CL-B	1 786 000	96 580	172 491 88	152 024 15	C/C
454-014130	USB	U S BANCORP COM NEW	6 108 000	42 960	262,399 68	206 616 71	C'C
454-014116	UTX	UNITED TECHNOLOGIES CORP	3 200 000	96 190	307 808 00	315,542 21	C/C
454-014117	UTX	UNITED TECHNOLOGIES CORP	1,288 000	96 190	123,892 72	103 062 87	C/C
454-014119	UTX	UNITED TECHNOLOGIES CORP	1 530 000	96 190	147 170 70	151,011 70	C/C
454-014120	UTX	UNITED TECHNOLOGIES CORP	2 001 000	96 190	192,476 19	147 601 95	C/C
454-014121	UTX	UNITED TECHNOLOGIES CORP	2 300 000	96 190	221 237 00	223,827 40	C/C
454-014130	UTX	UNITED TECHNOLOGIES CORP	960 000	96 190	92,342 40	78 979 20	C/C
Position Total	**UTX**	**UNITED TECHNOLOGIES CORP**	**11,279.000**	**96 190**	**1,084,927 01**	**1,020,026.33**	**-**
454-014116	V	VISA INC CL A	2 471 000	78 380	193,676 98	113 727 06	C/C
454-014120	V	VISA INC CL A	1 458 000	78 380	114 278 04	99,506 97	C/C
454-014122	V	VISA INC CL A	3,570 000	78 380	279,816 60	200 767 70	C/C
Position Total	**V**	**VISA INC CL A**	**7,499.000**	**78.380**	**587,771.62**	**414,001.73**	**-**
454-014129	VCISY	VINCI SA ADR	2,516 000	16 110	40,532 76	37 410 30	N/A
454-014107	VFC	V F CORPORATION	1 760 000	62 430	109 876 80	91,667 97	C/C
454-014129	VIVHY	VIVENDI SA UNSPON ADR	1,515 000	21 500	32,572 50	40 543 29	N/A
454-014110	VLEEY	VALEO SPONSORED ADR	505 000	78 300	39 541 50	35,019 40	N/A
454-014129	VLEEY	VALEO SPONSORED ADR	648 000	78 300	50,738 40	27,745 50	N/A
Position Total	**VLEEY**	**VALEO SPONSORED ADR**	**1,153.000**	**78.300**	**90,279.90**	**62,764.90**	**-**
454-014119	VLO	VALERO ENERGY CP DELA NEW	2,645 000	70 680	186,948 60	164 024 11	C/C
454-014120	VRSN	VERISIGN INC	770 000	88 440	68 098 80	50 392 80	C/C
454-014122	VRTX	VERTEX PHARMACEUTICALS	1,935 000	126 980	245,706 30	228 600 83	C/C
454-014116	VRX	VALEANT PHARMACEUTIC INTL INC	1 215 000	102 120	124 075 80	122,563 73	N/A
454-014119	VZ	VERIZON COMMUNICATIONS	3,059 000	46 280	141,570 52	147 088 20	C/C
454-014121	VZ	VERIZON COMMUNICATIONS	3 030 000	46 280	140 228 40	144,611 09	C/C
454-014127	VZ	VERIZON COMMUNICATIONS	1,721 000	46 280	79,647 88	87 912 42	C/C
454-014130	VZ	VERIZON COMMUNICATIONS	7 843 000	46 280	362 974 04	306,600 42	C/C
Position Total	**VZ**	**VERIZON COMMUNICATIONS**	**16,653.000**	**46.280**	**724,420.84**	**686,212.13**	**-**

STOCK / OPTIONS (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Div Re/ CG Re
454-014120	WBA	WALGREENS BOOTS ALLIANCE INC	1 193 000	85 830	102 395 19	50 941 10	C/C
454-014107	WEC	WEC ENERGY GROUP INC COM	1 845 000	51 270	94 593 15	87 553 37	C/C
454-014107	WFC	WELLS FARGO & CO NEW	2 660 000	54 730	145 581 80	111 448 68	C/C
454-014116	WFC	WELLS FARGO & CO NEW	10 621 000	54 730	581 287 33	236,997 35	C/C
454-014117	WFC	WELLS FARGO & CO NEW	3 225 000	54 730	176,504 25	116 676 48	C/C
454-014119	WFC	WELLS FARGO & CO NEW	5 569 000	54 730	304 791 37	162,296 75	C/C
454-014120	WFC	WELLS FARGO & CO NEW	2 603 000	54 730	142,462 19	117 958 28	C/C
454-014121	WFC	WELLS FARGO & CO NEW	4 530 000	54 730	247 926 90	240,747 77	C/C
454-014127	WFC	WELLS FARGO & CO NEW	3,387 000	54 730	185 370 51	146 030 98	C/C
454-014130	WFC	WELLS FARGO & CO NEW	11,350 000	54 730	621 185 50	409,218 21	C/C
Position Total	**WFC**	**WELLS FARGO & CO NEW**	**43,945.000**	**54.730**	**2,405,109.85**	**1,541,374.50**	-
454-014127	WFC V	WELLS FARGO & COMPANY 6%-V	1 740 000	26 450	46 023 00	43,639 20	N/A
454-014107	WHR	WHIRLPOOL CORP	534 000	148 070	79,069 38	63 201 83	C/C
454-014119	WMT	WAL MART STORES INC	4 230 000	61 470	260 018 10	261,030 29	C/C
454-014129	WOSYY	WOLSELEY PLC JERSEY SPNSRD ADR	7 140 000	5 520	39,412 80	36 447 31	N/A
454-014110	WSH	WILLIS GROUP HOLDINGS PLC	790 000	49 100	38 789 00	37,561 77	C/C
454-014129	WTKWY	WOLTERS KLUWER NV SPON ADR	1,368 000	33 760	46,183 68	39 444 97	N/A
454-014130	WY	WEYERHAEUSER CO	4 165 000	30 210	125 824 65	118,619 20	C/C
454-014121	XL	XL GROUP PLC NEW	3 572 000	39 490	141,058 28	130 791 92	C/C
454-014120	XLNX	XILINX INC	931 000	47 410	44 138 71	31,354 44	C/C
454-014119	XOM	EXXON MOBIL CORP	1,845 000	78 120	144,131 40	134 357 70	C/C
454-014120	XOM	EXXON MOBIL CORP	4 695 000	78 120	366 773 40	307,262 87	C/C
454-014130	XOM	EXXON MOBIL CORP	5,610 000	78 120	438,253 20	454 594 03	C/C
Position Total	**XOM**	**EXXON MOBIL CORP**	**12,150 000**	**78.120**	**949,158 00**	**896,214.60**	-
454-014121	ZBH	ZIMMER BIOMET HLDGS INC COM	580 000	102 550	59,479 00	58 919 82	C/C 67,516,992
Totals Stock / Options			80,004,970	= 782,916 +	**$79,222,053.69**	**$66,734,076.51** + 782916 =	

MUTUAL FUNDS | POSITIONS 10 | $782,916.00

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)	Net Value Incr/Decr ($)	Div Re/ CG Re
454-014107	TGMXX	CONSULTING GP GOVT MMKT INV	46 611 000	1 000	46 611 00	-	-	C/C
454-014110	TGMXX	CONSULTING GP GOVT MMKT INV	33 167 000	1 000	33,167 00	-	-	C/C
454-014116	TGMXX	CONSULTING GP GOVT MMKT INV	97,913 000	1 000	97,913 00	-	-	C/C
454-014119	TGMXX	CONSULTING GP GOVT MMKT INV	78,782 000	1 000	78,782 00	-	-	C/C
454-014120	TGMXX	CONSULTING GP GOVT MMKT INV	99,858 000	1 000	99,858 00	-	-	C/C
454-014121	TGMXX	CONSULTING GP GOVT MMKT INV	71,846 000	1 000	71,846 00	-	-	C/C
454-014122	TGMXX	CONSULTING GP GOVT MMKT INV	89,427 000	1 000	89,427 00	-	-	C/C
454-014127	TGMXX	CONSULTING GP GOVT MMKT INV	45,397 000	1 000	45,397 00	-	-	C/C
454-014129	TGMXX	CONSULTING GP GOVT MMKT INV	30,167 000	1 000	30,167 00	-	-	C/C
454-014130	TGMXX	CONSULTING GP GOVT MMKT INV	189 748 000	1 000	189,748 00	-	-	C/C
Position Total	**TGMXX**	**CONSULTING GP GOVT MMKT INV**	**782,916.000**	**1.000**	**782,916 00**	-	-	-
Totals Mutual Funds					**$782,916.00**			

CORPORATE FIXED INCOME | POSITIONS 41 | $11,972,014.51

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)
454-014096	88579YAG6	3M COMPANYCoupon 1 63% Mature 06/15/2019(DU90D)	500,000 000	99 829	499 145 00	497,700 00
454-014096	00287YAK5	ABBVIE INCCoupon 2 00% Mature 11/06/2018(A86VN)	350,000 000	99 477	348 169 50	351,910 11

CORPORATE FIXED INCOME (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)
454-014096	00817YAL2	AETNA INCCoupon 1 50% Mature 11/15/2017(AX58A)	300,000 000	99 605	298,815 00	300,374 59
454-014096	0258M0DC0	AMERICAN EXPRESS CREDITCoupon 2 80% Mature 09/19/2016(CF03F)	65,000 000	101 172	65 761 80	65 472 07
454-014096	031162AV2	AMGEN INCCoupon 5 85% Mature 06/01/2017(TV767)	300,000 000	105 746	317,238 00	315,021 24
454-014096	037833AM2	APPLE INCCoupon 1 05% Mature 05/05/2017(A117B)	325,000 000	100 049	325 159 25	325 263 65
454-014096	037833AJ9	APPLE INCCoupon 1 00% Mature 05/03/2018(BB2R5)	69,000 000	98 809	68,178 21	69,025 96
454-014096	064159BZ8	BANK OF NOVA SCOTIACoupon 1 45% Mature 04/25/2018(B680M)	500,000 000	99 170	495 850 00	493 785 00
454-014096	071813AY5	BAXTER INTERNATIONAL INCCoupon 5 38% Mature 06/01/2018(TX474)	300,000 000	107 296	321,888 00	321,180 39
454-014096	084670BH0	BERKSHIRE HATHAWAY INCCoupon 1 55% Mature 02/09/2018(AV5A1)	101 000 000	100 119	101 120 19	101 507 94
454-014096	05565QCE6	BP CAPITAL MARKETS PLCCoupon 1 38% Mature 05/10/2018(C57J6)	500,000 000	98 548	492,740 00	491,695 00
454-014096	110122AS7	BRISTOL-MYERS SQUIBB COCoupon 0 88% Mature 08/01/2017(B7ZK9)	371 000 000	99 432	368 892 72	367 434 76
454-014096	14912L5J6	CATERPILLAR FINANCIAL SECoupon 1 25% Mature 11/06/2017(AU3H6)	300,000 000	99 604	298 812 00	297,141 00
454-014096	17275RAT9	CISCO SYSTEMS INCCoupon 1 10% Mature 03/03/2017(DA53S)	325 000 000	100 076	325 247 00	325 740 10
454-014096	172967FS5	CITIGROUP INCCoupon 3 95% Mature 06/15/2016(B7H04)	113,000 000	101 391	114,571 83	113,684 86
454-014096	20030NAG6	COMCAST CORPCoupon 4 95% Mature 06/15/2016(TAK03)	225,000 000	101 811	229 074 75	227 737 24
454-014096	22160KAF2	COSTCO WHOLESALE CORPCoupon 1 70% Mature 12/15/2019(AZ12D)	500,000 000	99 050	495,250 00	494,815 70
454-014096	26138EAM1	DR PEPPER SNAPPLE GROUPCoupon 2 90% Mature 01/15/2016(A56D9)	300 000 000	100 041	300 123 00	300 097 80
454-014096	38141GFM1	GOLDMAN SACHS GROUP INCCoupon 6 15% Mature 04/01/2018(TBR36)	58,000 000	108 801	63,104 58	61,455 16
454-014096	38141GEE0	GOLDMAN SACHS GROUP INCCoupon 5 35% Mature 01/15/2016(TL512)	253,000 000	100 116	253 293 48	245,752 49
454-014096	40414LAH2	HCP INCCoupon 2 63% Mature 02/01/2020(A51SY)	280,000 000	98 361	275,410 80	279,336 40
454-014096	437076BB7	HOME DEPOT INCCoupon 2 25% Mature 09/10/2018(BB32M)	350,000 000	102 001	357 003 50	355 935 00
454-014096	438516AX4	HONEYWELL INTERNATIONALCoupon 5 30% Mature 03/01/2018(TV860)	300 000 000	107 857	323,571 00	320,203 23
454-014096	459200GJ4	IBM CORPCoupon 5 70% Mature 09/14/2017(TL997)	300 000 000	107 257	321 771 00	317,855 49
454-014096	494550AY2	KINDER MORGAN ENER PARTCoupon 5 95% Mature 02/15/2018(TV583)	300,000 000	102 479	307,437 00	320,138 65
454-014096	585055BQ8	MEDTRONIC INCCoupon 1 50% Mature 03/15/2018(BF7B4)	255,000 000	99 881	254 696 55	255 087 81
454-014096	628530BE6	MYLAN INCCoupon 1 35% Mature 11/29/2016(DW04W)	350,000 000	99 152	347,032 00	350,393 36
454-014096	670346AK1	NUCOR CORPCoupon 5 85% Mature 06/01/2018(TU050)	300,000 000	106 814	320 442 00	322 237 03
454-014096	21686CAD2	RABOBANK NEDERALND UTRECCoupon 3 38% Mature 01/19/2017(BHV21)	364,000 000	102 218	372,073 52	368,398 86
454-014096	76720AAM8	RIO TINTO FIN USA PLCCoupon 2 25% Mature 12/14/2018(CXL05)	325 000 000	97 419	316,611 75	328,863 31
454-014096	191216BD1	THE COCA-COLA COCoupon 0 75% Mature 11/01/2016(A043M)	400,000 000	99 885	399,540 00	399,908 00
454-014096	742718ED7	THE PROCTER & GAMBLE COCoupon 0 75% Mature 11/04/2016(A4P02)	400,000 000	99 745	398 980 00	400 235 56
454-014096	89114QB64	TORONTO DOMINION BANKCoupon 1 75% Mature 07/23/2018(ES0M8)	260,000 000	99 796	259,469 60	259,976 60
454-014096	89153VAK5	TOTAL CAPITAL SACoupon 2 13% Mature 01/10/2019(DK40B)	90,000 000	100 110	90 099 00	90 301 54
454-014096	89233P7E0	TOYOTA MOTOR CREDIT CORPCoupon 1 38% Mature 01/10/2018(B1V9V)	402,000 000	99 922	401 686 44	402,878 51
454-014096	913017BM0	UNITED TECHNOLOGIES CORPCoupon 5 38% Mature 12/15/2017(TU841)	150,000 000	107 499	161 248 50	159,696 34
454-014096	91324PCB6	UNITEDHEALTH GROUP INCCoupon 1 63% Mature 03/15/2019(AH0U8)	500,000 000	98 813	494 065 00	493 760 00
454-014096	92276MBA2	VENTAS REALTY LP/CAP CRPCoupon 2 00% Mature 02/15/2018(CR1R1)	300,000 000	99 500	298 500 00	300 470 40
454-014096	931142DE0	WAL-MART STORES INCCoupon 0 60% Mature 04/11/2016(BKG68)	87 000 000	99 994	86,994 78	87 007 50
454-014096	942683AG8	WATSON PHARMACEUTICALS INCCoupon 1 88% Mature 10/01/2017(C134P)	300,000 000	99 861	299 583 00	300,825 41
454-014096	94974BEZ9	WELLS FARGO & COMPANYCoupon 2 63% Mature 12/15/2016(AV7E3)	102 000 000	101 338	103 364 76	102 841 85
Totals Corporate Fixed Income					**$11,972,014.61**	**$11,983,146.91**

GOVERNMENT SECURITIES | POSITIONS 13 | $3,665,823.05

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)
454-014096	3137EADH9	FED HOME LN MTG CORPCoupon 1 00% Mature 06/29/2017(B98T7)	165,000 000	99 906	164 844 90	165 476 59
454-014096	3134G4S90	FED HOME LN MTG CORP MED TERM NOTECoupon 0 80% Mature 12/30/2016(BW18Z)	500 000 000	100 462	502,310 00	500 000 00
454-014096	3135G0VA8	FED NATL MTG ASSNCoupon 0 50% Mature 03/30/2016(B1CN9)	50,000 000	100 012	50 006 00	50,005 32
454-014096	912828VW7	UNITED STATES TREASURY NOTECoupon 0 88% Mature 09/15/2016(B1T3H)	340 000 000	100 133	340 452 20	341 016 14

GOVERNMENT SECURITIES (CONTINUED)

Account No	Symbol/CUSIP	Security Description	Quantity	Price ($)	Market Value ($)	Total Cost ($)
454-014096	912828RM4	UNITED STATES TREASURY NOTECoupon 1 00% Mature 10/31/2016(B98B1)	388,000 000	100 211	388,818 68	388,936 82
454-014096	912828SM3	UNITED STATES TREASURY NOTECoupon 1 00% Mature 03/31/2017(C4V81)	223,000 000	100 148	223 330 04	223,794 11
454-014096	912828QF0	UNITED STATES TREASURY NOTECoupon 2 00% Mature 04/30/2016(CK62P)	212,000 000	100 519	213,100 28	212,263 78
454-014096	912828M72	UNITED STATES TREASURY NOTECoupon 0 88% Mature 11/30/2017(D3P6F)	300 000 000	99 699	299 097 00	299 543 40
454-014096	912828WD8	UNITED STATES TREASURY NOTECoupon 1 25% Mature 10/31/2018(D5BP0)	239,000 000	99 777	238,467 03	238,216 58
454-014096	912828J84	UNITED STATES TREASURY NOTECoupon 1 38% Mature 03/31/2020(D9KK7)	485 000 000	98 644	478 423 40	482 253 93
454-014096	912828VE7	UNITED STATES TREASURY NOTECoupon 1 00% Mature 05/31/2018(DS3M5)	250,000 000	99 441	248,602 50	247,388 54
454-014096	912828XP0	UNITED STATES TREASURY NOTECoupon 0 63% Mature 07/31/2017(E7VB6)	340 000 000	99 441	338 099 40	339 708 28
454-014096	912828KQ2	UNITED STATES TREASURY NOTECoupon 3 13% Mature 05/15/2019(TRR84)	171,000 000	105 422	180,271 62	180 248 11
Totals Government Securities					**$3,666,823.06**	**$3,668,861.60**

Cash, MMF and Deposits - Bank deposits are held at (1) Morgan Stanley Bank N A and/or Morgan Stanley Private Bank National Association affiliates of Morgan Stanley Smith Barney LLC or (2) or Citibank N A each FDIC members Deposits are eligible for FDIC insurance up to applicable limits and in accordance with FDIC rules

Fixed Income - Bond prices are typically updated on a daily basis through an overnight batch feed therefore prices do not reflect current intra-day values Prices displayed in the official account statement may differ from the prices utilized in this material due to among other things the use of different reporting methods date of the report, rounding delays market conditions and interruptions For floating rate securities, the accrued interest is an estimate based on the current floating coupon rate and may not reflect historic rates within the accrual period

Certificates of Deposit - CDs are insured by the FDIC, an independent agency of the U S Government, up to a maximum amount of $250 000 (including principal and accrued interest) for all deposits held in the same insurable capacity (e g individual account joint account, IRA etc) per CD depository Investors are responsible for monitoring the total amount held with each CD depository All deposits at a single depository held in the same insurable capacity will be aggregated for purposes of the $250 000 federal deposit insurance limit, including deposits (such as bank accounts) maintained directly with the depository and CDs of the depository held through Morgan Stanley Smith Barney LLC A secondary market in CDs may be limited CDs sold prior to maturity are subject to market risk and therefore investors may receive more or less than the amount invested or the face value Callable CDs are callable at the sole discretion of the issuer For more information about FDIC insurance please visit the FDIC website at www fdic gov

Mutual Funds – Mutual Funds are typically priced daily The price provided is the previous business day's closing price The amount of Net Value Increase/ (Decrease) compares your Total Purchases (all purchases less Dividend Re-Investments) with the Market Value of all shares you hold of the fund This calculation is of informational purposes only does not reflect your total unrealized gain or loss and should not be used for tax purposes Please note that we are not able to identify the mutual fund position as Margin "M" if the position balance is made up of shares that are new (less than 30 days old)

Unit Investment Trusts – Unit Investment Securities are typically priced daily The price provided is the previous day's closing price

Alternative Investments - Your interests in Alternative Investments may not be held at Morgan Stanley Smith Barney LLC, but may have been purchased through Morgan Stanley Smith Barney LLC and are not covered by SIPC The information provided to you 1) is included solely as a service to you and certain transactions may not be reported 2) is derived from you or another external source for which Morgan Stanley Smith Barney LLC is not responsible and may have been modified to take into consideration capital calls or distributions to the extent applicable 3) may not reflect actual shares, share prices or values 4) may include invested or distributed amounts in addition to a fair value estimate and 5) should not be relied upon for tax reporting purposes Alternative Investments are illiquid and may not be valued daily, therefore the estimated valuation provided will be as of the most recent date available No representation is made that the valuation is a market value or that the interest could be liquidated at this value Morgan Stanley Smith Barney LLC is not required to take any action with respect to your investment unless valid instructions are received from you in a timely manner Some positions reflected above may not represent interests in the fund but rather redemption proceeds withheld by the issuer pending final valuations which are not subject to the investment performance of the fund and may or may not accrue interest for the length of the withholding

Annuities/Insurance Products - Insurance and Annuity products and values are displayed for informational purposes only Values reflect in force Insurance purchased through Morgan Stanley Smith Barney LLC in conjunction with its licensed insurance agency affiliates as of date shown as reported by the Insurance carrier Amounts shown may be subject to surrender and other contract charges Invested premium is defined as either the original purchase price plus additions minus withdrawals or principal withdrawals Display of insurance or annuity products on the Morgan Stanley Smith Barney LLC account statement does not confer or imply ownership or beneficial interest on the part of the account holder All ownership, rights, benefits and payments are controlled by the contract between the insurance company and the contract owner as shown on your policy copy Annuitized information as provided by the insurance carrier reflects the value of the last payment made as per your instructions and does not imply that the funds were re-deposited into a Morgan Stanley Smith Barney LLC account and is provided for informational purposes only Surrendered or annuitized policies will not appear as assets on this statement

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