Form **990-PF** | **Return of Private Foundation** | OMB No 1545-0052

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

Department of the Treasury
Internal Revenue Service

▶ 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

2015
Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation: LOU & LILLIAN PADOLF FOUNDATION 3455000012

A Employer identification number: 59-6190737

Number and street (or P O box number if mail is not delivered to street address): REGIONS BANK TRUST DEPT PO BOX 2886

Room/suite:

B Telephone number (see instructions): 251-690-1024

City or town, state or province, country, and ZIP or foreign postal code: MOBILE, AL 36652-2886

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 838,764.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7.	7.		STMT 1
	4 Dividends and interest from securities	20,858.	18,712.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-854.			
	b Gross sales price for all assets on line 6a 344,643.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain			NOV 15 2016	
	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)	4,717.	3,955.		STMT 3
	12 **Total.** Add lines 1 through 11	24,728.	22,674.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,871.	10,297.		2,574.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	900.	NONE	NONE	900.
	c Other professional fees (attach schedule) STMT 5	2,712.	2,712.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	268.	330.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	72.	72.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	16,823.	13,411.	NONE	3,474.
	25 Contributions, gifts, grants paid	39,669.			39,669.
	26 Total expenses and disbursements Add lines 24 and 25	56,492.	13,411.	NONE	43,143.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-31,764.			
	b **Net investment income** (if negative, enter -0-)		9,263.		
	c **Adjusted net income** (if negative, enter -0-)				

SCANNED NOV 17 2016

JSA **For Paperwork Reduction Act Notice, see instructions.**
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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	45,876.	39,578.	39,578.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 8	532,533.	497,993.	514,018.
c	Investments - corporate bonds (attach schedule)	290,623.	299,270.	285,168.
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)	869,032.	836,841.	838,764.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	869,032.	836,841.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	869,032.	836,841.	
31	**Total liabilities and net assets/fund balances** (see instructions)	869,032.	836,841.	

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	869,032.
2	Enter amount from Part I, line 27a	2	-31,764.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	475.
4	Add lines 1, 2, and 3	4	837,743.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	902.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	836,841.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	340,982.		342,014.	-1,032.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
a				-1,032.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-1,032.
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	

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	35,474.	887,923.	0.039952
2013	43,491.	867,507.	0.050133
2012	31,330.	793,778.	0.039469
2011	27,920.	748,628.	0.037295
2010	41,599.	691,457.	0.060161

2	**Total** of line 1, column (d)	2	0.227010
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	0.045402
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	857,696.
5	Multiply line 4 by line 3	5	38,941.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	93.
7	Add lines 5 and 6	7	39,034.
8	Enter qualifying distributions from Part XII, line 4	8	43,143.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	93.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	93.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	93.
6	Credits/Payments.		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . 6a 340.		
b	Exempt foreign organizations - tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c NONE		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments. Add lines 6a through 6d	7	340.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	247.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 96. **Refunded** ▶	11	151.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ REGIONS BANK, TRUST DEPARTMENT Telephone no. ▶ (251)690-1024
Located at ▶ 11 NORTH WATER STREET, 25TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

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

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

		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		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
REGIONS BANK 1511 NORTH WESTSHORE BLVD.,STE 850, TAMPA, FL 33607	TRUSTEE 1	15,583.	-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		-0-	-0-	-0-

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	870,757.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	870,757.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	870,757.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,061.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	857,696.
6	**Minimum investment return.** Enter 5% of line 5	6	42,885.

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	42,885.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 93.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	93.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	42,792.
4	Recoveries of amounts treated as qualifying distributions	4	762.
5	Add lines 3 and 4	5	43,554.
6	Deduction from distributable amount (see instructions)	6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	43,554.

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	43,143.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	43,143.
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	93.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	43,050.

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					43,554.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				40,460.	
b Total for prior years 20 13 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2015					
a From 2010	NONE				
b From 2011	NONE				
c From 2012	NONE				
d From 2013	NONE				
e From 2014	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 43,143.					
a Applied to 2014, but not more than line 2a				40,460.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2015 distributable amount					2,683.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2015 (*If an amount appears in column (d), the same amount must be shown in column (a).*)		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016					40,871.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2011	NONE				
b Excess from 2012	NONE				
c Excess from 2013	NONE				
d Excess from 2014	NONE				
e Excess from 2015	NONE				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 13 - 17				39,669.
Total . . . . ▶ **3a**				39,669.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7.	
4 Dividends and interest from securities			14	20,858.	
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	-854.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL REFUND				3,955.	
c SCHOLARSHIP REFUND				762.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				24,728.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 24,728.

(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.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Julie S Chmka | 09/06/2016 | TRUST OFFICER

Signature of officer or trustee | Date | Title

REGIONS BANK, TRUSTEE

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST		7.	7.
	TOTAL	7.	7.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		20,858.	18,712.
	TOTAL	20,858.	18,712.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX REFUND	3,955.	3,955.
RECOVERY OF SCHOLARSHIP	762.	
TOTALS	4,717.	3,955.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	900.			900.
TOTALS	900.	NONE	NONE	900.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	2,712.	2,712.
TOTALS	2,712.	2,712.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	268.	268.
FOREIGN TAXES ON QUALIFIED FOR		38.
FOREIGN TAXES ON NONQUALIFIED		24.
TOTALS	268.	330.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	72.	72.
TOTALS	72.	72.

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

DESCRIPTION

SEE ATTACHED

TOTALS

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

DESCRIPTION	AMOUNT
WASH SALE ADJUSTMENT	390.
ADJUSTMENT TO BALANCE TO COST BASIS	85.
TOTAL	475.

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

DESCRIPTION		AMOUNT
ENVESTNET ADJUSTMENT		685.
2015 ROC ADJUSTMENT		68.
2014 ROC ADJUSTMENT		149.
	TOTAL	902.

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

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	875,157.		
FEBRUARY	907,058.		
MARCH	904,516.		
APRIL	906,331.		
MAY	911,020.		
JUNE	899,568.		
JULY	865,359.		
AUGUST	831,474.		
SEPTEMBER	811,992.		
OCTOBER	847,452.		
NOVEMBER	850,390.		
DECEMBER	838,764.		
TOTAL	10,449,081.		
AVERAGE FMV	870,757.		

RECIPIENT NAME:
REGIONS BANK, ATTN: LOURDES ROS
ADDRESS:
1511 N. WESTSHORE BLVD. SUITE 850
TAMPA, FL 33607
RECIPIENT'S PHONE NUMBER: 813-639-3419
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED FORM
SUBMISSION DEADLINES:
MAY 1ST
RESTRICTIONS OR LIMITATIONS ON AWARDS:
MUST ATTEND 2-4 YEAR FULLY ACCREDITED COLLEGE/UNIV WITHIN THE ST OF FL
MUST LIVE N. OF WALSINGHAM RD & S. OF KLOSTERMAN RD IN PINELLAS CTY
BASED ON NEED, ACADEMIC PROMISE, CHARACTER & POTENTIAL LEADERSHIP
RESTRICTIONS OR LIMITATIONS ON AWARDS:
CONTINUED: AWARDS ARE FOR UNDERGRADUATE WORK ONLY
MUST GRADUATE FROM A PINELLAS CTY HIGH SCHOOL IN THE TOP 25% OF CLASS

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNIVERSITY OF CENTRAL FLORIDA
ADDRESS:
4000 CENTRAL FL. BLVD
ORLANDO, FL 32816
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS FOR 3 STUDENTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,535.

RECIPIENT NAME:
FLORIDA STATE UNIVERSITY
STUDENT FINANCIAL SERVICES
ADDRESS:
A1500 UNIVERSITY CENTER
TALLAHASSEE, FL 32306
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS FOR 5 STUDENTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 9,225.

RECIPIENT NAME:
UNIVERSITY OF FLORIDA
ADDRESS:
PO BOX 114025
GAINESVILLE, FL 32611-4025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS FOR 2 STUDENTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,768.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNIVERSITY OF SOUTH FLORIDA
FINANCIAL SERVICES
ADDRESS:
4202 EAST FOWLER AVE. AD
TAMPA, FL 33620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS FOR 3 STUDENTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,773.

RECIPIENT NAME:
FLAGLER COLLEGE
ATTN: BUSINESS OFFICE
ADDRESS:
PO BOX 1027
ST. AUGUSTINE, FL 32085
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR 1 STUDENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,845.

RECIPIENT NAME:
PALM BEACH ATLANTIC UNIVERSITY
ADDRESS:
901 S FLAGLER DR
WEST PALM BEACH, FL 33401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR 1 STUDENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,845.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ST. PETERSBURG COLLEGE
ADDRESS:
2465 DREW ST.
CLEARWATER, FL 33765
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR 2 STUDENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,685.

RECIPIENT NAME:
ECKERD COLLEGE
ADDRESS:
4200 54TH AVE S
ST. PETERSBURG, FL 33711
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR 1 STUDENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,845.

RECIPIENT NAME:
FLORIDA SOUTHERN COLLEGE
ADDRESS:
111 LAKE HOLLINGSWORTH DR.
LAKELAND, FL 33801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR 1 STUDENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,845.

RECIPIENT NAME:
UNIVERSITY OF TAMPA
ADDRESS:
401 W KENNEDY BLVD
TAMPA, FL 33606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR 2 STUDENTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,690.

RECIPIENT NAME:
PASCO HERNANDO STATE COLLEGE
ADDRESS:
36727 BLANTON RD
DADE CITY, FL 33523
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR 1 STUDENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,845.

RECIPIENT NAME:
FLORIDA GULF COAST UNIVERSITY
ADDRESS:
10501 FGCU BLVD S
FORT MYERS, FL 33965
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR 1 STUDENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 923.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FLORIDA ATLANTIC UNIVERSITY
ADDRESS:
777 GLADES RD
BOCA RATON, FL 33431
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR 1 STUDENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,845.

TOTAL GRANTS PAID: 39,669.

REGIONS TRUST

REGIONS BANK

Asset Details

Run on 9/6/2016 9:30:50 AM

As of 12/31/2015

Combined Portfolios
Settlement Date Basis

Account: 3455000012
AS TRUSTEE FOR LOU & LILLIAN PADOLF FOUNDATION

Administrator: LOURDES ROS
Investment Officer: EVAN JONES @ 727-471-7201
Investment Authority: Sole
Investment Objective: GROWTH WITH INCOME (60E/40F)
Lot Select Method: FIFO
Sort By: Security Type

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	
	Cash										
	CASH									0.00	
	Total For Cash	0.000000									
	Short Term Investments										
	999990484 REGIONS TRUST CASH SWEEP	39,577 600000	1.000	39,577.60	39,577.60	39,578		4.72	24	0.06	01
	Total For Short Term Investments	39,577.600000		39,577.60	39,577 60	39,578			24		
	Common Stock										
AMAG	00163U106 AMAG PHARMACEUTICALS INC	17 000000	30.190	769 77	769.77	513	257-	0.06		0.00	12
AHS	001744101 AMN HEALTHCARE SERVICES INC	18.000000	31.050	264.13	264.13	559	295	0.07		0.00	12
AZZ	002474104 AZZ INC	10.000000	55.570	441.60	441.60	556	114	0.07	6	1.08	12
ABBV	00287Y109 ABBVIE INC	66.000000	59 240	3,808.86	3,808.86	3,910	101	0.47	150	3 85	12
ACHC	00404A109 ACADIA HEALTHCARE CO INC	14 000000	62.460	903.00	903.00	874	29-	0 10		0.00	12
ATVI	00507V109 ACTIVISION BLIZZARD INC	51.000000	38.710	1,035.36	1,035.36	1,974	939	0.24	12	0.59	12
A	00846U101 AGILENT TECHNOLOGIES INC	18.000000	41 810	701.87	701.87	753	51	0.09	8	1.10	12
AIRM	009128307 AIR METHODS CORP NEW	17 000000	41.930	782.96	782.96	713	70-	0.08		0.00	12
AKAM	00971T101 AKAMAI TECHNOLOGIES INC	92 000000	52.630	5,759.31	5,759 31	4,842	917-	0.58		0.00	12

ALB	012653101 ALBEMARLE CORP	44 000000	56.010	2,099.11	2,099.11	2,464	365	0.29	51	2 07	12
ALXN	015351109 ALEXION PHARMACEUTICALS INC	20.000000	190.750	3,223.31	3,223.31	3,815	592	0.45		0 00	12
ATI	01741R102 ALLEGHENY TECHNOLOGIES INC	25 000000	11.250	841.00	841.00	281	560-	0.03	8	2.84	12
ALE	018522300 ALLETE INC	7 000000	50.830	361.04	361.04	356	5-	0 04	14	3 97	12
GOOG	02079K107 ALPHABET INC CA-CL C	4 000000	758.880	2,058.24	2,058.24	3,036	977	0.36		0 00	12
GOOGL	02079K305 ALPHABET INC CA-CL A	4 000000	778.010	2,069.10	2,069.10	3,112	1,043	0.37		0.00	12
AMZN	023135106 AMAZON.COM INC	11 000000	675.890	4,634.50	4,634.50	7,435	2,800	0.89		0 00	12
AXL	024061103 AMERICAN AXLE & MFG HLDGS INC	39 000000	18.940	774 88	774.88	739	36-	0.09		0 00	12
AEL	025676206 AMERICAN EQUITY INVT LIFE	30.000000	24.030	691.80	691.80	721	29	0.09	7	0.92	12
AMT	03027X100 AMERICAN TOWER CORPORATION CL A	23 000000	96.950	1,847.64	1,847.64	2,230	382	0.27	45	2.02	12
ABC	03073E105 AMERISOURCEBERGEN CORP	15.000000	103.710	1,176.91	1,176.91	1,556	379	0.19	20	1.31	12
APH	032095101 AMPHENOL CORP CL A	81 000000	52.230	3,443.31	3,443.31	4,231	787	0.50	45	1.07	12
ANSS	03662Q105 ANSYS INC	35 000000	92.500	2,979.50	2,979.50	3,238	258	0.39		0 00	12
AAPL	037833100 APPLE INC	41 000000	105.260	3,044.72	3,044 72	4,316	1,271	0.51	85	1.98	12
	04270V106 ARRIS GROUP INC	27 000000	30.570	851.89	851.89	825	27-	0.10		0.00	12
AHT	044103109 ASHFORD HOSPITALITY TRUST	67.000000	6.310	672.05	672.05	423	249-	0 05	32	7 61	12
ADSK	052769106 AUTO DESK INC	21 000000	60.930	957.15	957.15	1,280	322	0.15		0.00	12
BBT	054937107 BB&T CORP	107.000000	37.810	4,124.80	4,124.80	4,046	79-	0.48	116	2 86	12
BOKF	05561Q201 BOK FINANCIAL CORPORATION	24 000000	59.790	1,679.72	1,679.72	1,435	245-	0.17	41	2.88	12
BCR	067383109 CR BARD INC	5 000000	189.440	698.70	698.70	947	249	0 11	5	0 51	12
BXLT	07177M103	52.000000	39.030	1,660.94	1,660.94	2,030	369	0.24	15	0.72	12

	BAXALTA INC										
BAX	071813109 BAXTER INTERNATIONAL INC	55 000000	38.150	2,151.02	2,151.02	2,098	53-	0.25	25	1.21	12
BDX	075887109 BECTON DICKINSON & CO	23 000000	154.090	2,840.58	2,840.58	3,544	703	0 42	61	1.71	12
BIG	089302103 BIG LOTS INC	12.000000	38.540	529.61	529.61	462	67-	0.06	9	1.97	12
BIO	090572207 BIO-RAD LABORATORIES INC CL A	6 000000	138.660	737.70	737.70	832	94	0.10		0.00	12
BLMN	094235108 BLOOMIN' BRANDS INC	41 000000	16.890	826.15	826.15	692	134-	0.08	10	1.42	12
BA	097023105 BOEING CO	26.000000	144.590	3,619.84	3,619.84	3,759	140	0.45	113	3 02	12
BCC	09739D100 BOISE CASCADE COMPANY	27 000000	25.530	755.24	755.24	689	66-	0.08		0.00	12
BWA	099724106 BORG WARNER INC	20 000000	43.230	1,058.40	1,058.40	865	194-	0.10	10	1 20	12
BXP	101121101 BOSTON PROPERTIES INC	6.000000	127.540	606.96	606.96	765	158	0.09	16	2.04	12
BDN	105368203 BRANDYWINE RLTY TR	46 000000	13.660	658.79	658.79	628	30-	0.07	28	4 39	12
BMY	110122108 BRISTOL MYERS SQUIBB CO	71 000000	68.790	4,388.27	4,388.27	4,884	496	0 58	108	2.21	12
BC	117043109 BRUNSWICK CORP	24.000000	50.510	1,025.24	1,025.24	1,212	187	0.14	14	1.19	12
CBG	12504L109 CBRE GROUP INC	52.000000	34.580	1,216.28	1,216.28	1,798	582	0.21		0.00	12
CNO	12621E103 CNO FINANCIAL GROUP, INC	44 000000	19.090	826.32	826 32	840	14	0.10	12	1.47	12
CSX	126408103 CSX CORP	48.000000	25.950	1,309.44	1,309.44	1,246	64-	0.15	35	2 77	12
CBT	127055101 CABOT CORP	16.000000	40.880	777.12	777.12	654	123-	0.08	14	2 15	12
CAA	128195104 CALATLANTIC GROUP INC	20.000000	37.920	861.83	861.83	758	103-	0.09	3	0.42	12
CAH	14149Y108 CARDINAL HEALTH INC	26 000000	89.270	1,914.55	1,914.55	2,321	406	0.28	40	1.73	12
	14161H108 CARDTRONICS INC	22.000000	33.650	942.26	942.26	740	202-	0 09		0.00	12
CRZO	144577103 CARRIZO OIL & GAS INC	9.000000	29.580	455.51	455.51	266	189-	0.03		0.00	12
CAT	149123101 CATERPILLAR INC	21 000000	67.960	2,106.49	2,106.49	1,427	679-	0.17	65	4.53	12
CHFC	163731102	14.000000	34.270	431.90	431.90	480	48	0.06	15	3.03	01

	CHEMICAL FINANCE CORP										
CC	163851108 CHEMOURS CO/THE	235.000000	5.360	2,347.35	2,347.35	1,260	1,088-	0 15	28	2.24	12
CVX	166764100 CHEVRON CORP	30 000000	89.960	3,130 53	3,130.53	2,699	432-	0.32	128	4.76	12
	171232101 CHUBB CORP	30.000000	132.640	2,892.73	2,892.73	3,979	1,086	0.47	68	1 72	12
CNK	17243V102 CINEMARK HOLDINGS INC	22 000000	33.430	694.26	694.26	735	41	0.09	22	2.99	12
CRUS	172755100 CIRRUS LOGIC CORP	18 000000	29.530	549.97	549.97	532	18-	0.06		0.00	12
CSCO	17275R102 CISCO SYSTEMS INC	134 000000	27.155	3,413.68	3,413.68	3,639	225	0.43	113	3.09	12
CTSH	192446102 COGNIZANT TECHNOLOGY SOLUTIONS CL A	67 000000	60.020	3,216.63	3,216 63	4,021	805	0.48		0.00	12
COHR	192479103 COHERENT INC	9.000000	65.110	547.76	547.76	586	38	0.07		0.00	12
CFX	194014106 COLFAX CORP	33.000000	23.350	1,561.31	1,561.31	771	791-	0.09		0.00	12
COST	22160K105 COSTCO WHOLESALE CORP	34 000000	161.500	4,387.01	4,387.01	5,491	1,104	0.65	54	0.99	12
CMI	231021106 CUMMINS INC	10 000000	88.010	1,295.50	1,295 50	880	415-	0.10	39	4 43	12
DHI	23331A109 D R HORTON INC	69.000000	32.030	1,315.14	1,315.14	2,210	895	0.26	22	1.00	12
DHR	235851102 DANAHER CORP DEL	56 000000	92.880	4,175.41	4,175.41	5,201	1,026	0.62	30	0 58	12
DRI	237194105 DARDEN RESTAURANTS INC	15 000000	63.640	718.96	718.96	955	236	0.11	30	3.14	12
DVA	23918K108 DAVITA INC	44 000000	69.710	2,572.26	2,572 26	3,067	495	0.37		0.00	12
DK	246647101 DELEK US HOLDINGS, INC	3.000000	24.600	69.96	69.96	74	4	0.01	2	2.44	12
	249030107 DENTSPLY INTL INC NEW	20.000000	60.850	1,046.60	1,046.60	1,217	170	0.15	6	0.48	12
DEPO	249908104 DEPOMED INC	35 000000	18.130	634.18	634.18	635		0.08		0 00	12
DOV	260003108 DOVER CORP	11.000000	61.310	963.18	963.18	674	289-	0.08	18	2.74	12
DW	26168L205 DREW INDUSTRIES INC	2 000000	60.890	117.83	117.83	122	4	0.01		0 00	12
DFT	26613Q106 DUPONT FABROS TECHNOLOGY (REIT)	25.000000	31.790	711.86	711.86	795	83	0.09	47	5.91	12

EPR	26884U109 EPR PROPERTIES	13.000000	58.450	780.56	780.56	760	21-	0.09	47	6 21	12
EGBN	268948106 EAGLE BANCORP, INC	8.000000	50.470	364.04	364.04	404	40	0.05		0 00	12
EMN	277432100 EASTMAN CHEMICAL CO	19 000000	67.510	1,421.11	1,421 11	1,283	138-	0 15	35	2 73	12
EV	278265103 EATON VANCE CORP COM NON VTG	22.000000	32.430	951.94	951.94	713	238-	0.09	23	3.27	12
SATS	278768106 ECHOSTAR CORPORATION	19.000000	39 110	942.40	942.40	743	199-	0.09		0.00	12
ECL	278865100 ECOLAB INC	39.000000	114.380	4,162.42	4,162.42	4,461	298	0.53	55	1.22	12
EFII	286082102 ELECTRONICS FOR IMAGING INC	18.000000	46.740	770.40	770.40	841	71	0.10		0.00	12
EBS	29089Q105 EMERGENT BIOSOLUTIONS INC	22.000000	40.010	599.73	599.73	880	280	0.10		0 00	12
ENS	29275Y102 ENERSYS	11 000000	55.930	803.33	803.33	615	188-	0.07	8	1 25	12
ENTG	29362U104 ENTEGRIS INC	40.000000	13 270	483.18	483.18	531	48	0.06		0 00	12
EEFT	298736109 EURONET WORLDWIDE INC	10.000000	72.430	529.16	529.16	724	195	0.09		0.00	12
EXC	30161N101 EXELON CORP	63 000000	27.770	2,262.01	2,262.01	1,750	513-	0.21	78	4.47	12
ESRX	30219G108 EXPRESS SCRIPTS HOLDING CO	66.000000	87.410	4,787.11	4,787.11	5,769	982	0.69		0 00	12
XOM	30231G102 EXXON MOBIL CORP	25.000000	77.950	2,236.46	2,236.46	1,949	288-	0.23	73	3.75	12
FTI	30249U101 FMC TECHNOLOGIES INC	92 000000	29.010	4,392.84	4,392.84	2,669	1,724-	0.32		0.00	12
FNB	302520101 FNB CORP	63 000000	13.340	794.10	794.10	840	46	0.10	30	3 60	12
FB	30303M102 FACEBOOK INC - A	67 000000	104.660	5,688.65	5,688 65	7,012	1,324	0.84		0 00	12
FAST	311900104 FASTENAL CO	71 000000	40.820	3,295.89	3,295 89	2,898	398-	0.35	80	2.74	12
FNF	31620R303 FIDELITY NATIONAL FINANCIAL	58 000000	34.670	1,749.53	1,749.53	2,011	261	0 24	49	2.42	12
FMER	337915102 FIRSTMERIT CORP	52.000000	18.650	1,106.74	1,106 74	970	137-	0 12	35	3.65	12
FLT	339041105 FLEETCOR TECHNOLOGIES INC	23.000000	142.930	3,586.49	3,586.49	3,287	299-	0.39		0 00	12

F	345370860 FORD MOTOR COMPANY COM PAR $0.01	200.000000	14.090	3,339.37	3,339 37	2,818	521-	0.34	120	4.26	12
FET	34984V100 FORUM ENERGY TECHNOLOGIES INC	23 000000	12.460	475.62	475.62	287	189-	0 03		0.00	12
GATX	361448103 GATX CORP	20.000000	42.550	1,015.00	1,015 00	851	164-	0.10	30	3.57	12
GD	369550108 GENERAL DYNAMICS CORP	9.000000	137.360	972.46	972.46	1,236	264	0.15	25	2.01	12
GPN	37940X102 GLOBAL PMTS INC	20 000000	64.510	631.10	631.10	1,290	659	0.15	1	0 06	12
GMED	379577208 GLOBUS MEDICAL INC-A	37.000000	27.820	932.44	932.44	1,029	97	0.12		0 00	12
LOPE	38526M106 GRAND CANYON EDUCATION INC.	23.000000	40.120	1,054 35	1,054.35	923	132-	0.11		0.00	12
GVA	387328107 GRANITE CONSTR INC	14 000000	42.910	474.13	474.13	601	127	0.07	7	1 21	12
GPK	388689101 GRAPHIC PACKAGING HOLDING CO	47 000000	12.830	485.48	485.48	603	118	0.07	9	1 56	12
GWB	391416104 GREAT WESTERN BANCORP INC	23.000000	29.020	699.01	699.01	667	32-	0.08	13	1 93	12
HRS	413875105 HARRIS CORP	33 000000	86.900	2,464.69	2,464.69	2,868	403	0.34	66	2 30	12
HTH	432748101 HILLTOP HOLDINGS INC	34.000000	19.220	802.39	802.39	653	149-	0.08		0.00	12
HMN	440327104 HORACE MANN EDUCATORS CORP N	14.000000	33.180	431.50	431.50	465	33	0.06	14	3.01	12
HUN	447011107 HUNTSMAN CORP	40 000000	11.370	527.37	527.37	455	73-	0.05	20	4.40	12
IDA	451107106 IDACORP INC	6.000000	68.000	382 23	382.23	408	26	0 05	12	3 00	12
IDTI	458118106 INTEGRATED DEVICE TECH INC	37.000000	26.350	612.63	612.63	975	362	0 12		0 00	12
ICE	45866F104 INTERCONTINENTALEXCHANGE	6.000000	256.260	1,298.70	1,298.70	1,538	239	0.18	18	1.17	12
IBM	459200101 INTERNATIONAL BUSINESS MACHINES	21.000000	137.620	3,679.53	3,679.53	2,890	790-	0.34	109	3.78	12
INTU	461202103 INTUIT INC	23 000000	96.500	1,735.22	1,735.22	2,220	484	0.26	28	1.24	12

ISRG	46120E602 INTUITIVE SURGICAL INC	10.000000	546.160	3,878.80	3,878.80	5,462	1,583	0.65		0 00	12
IRDM	46269C102 IRIDIUM COMMUNICATIONS, INC	74.000000	8.410	784.07	784.07	622	162-	0.07		0 00	12
JPM	46625H100 J P MORGAN CHASE & CO	34.000000	66.030	2,002.10	2,002.10	2,245	243	0 27	60	2.67	12
JNJ	478160104 JOHNSON & JOHNSON	29 000000	102.720	2,952.33	2,952.33	2,979	27	0.36	87	2.92	12
JOY	481165108 JOY GLOBAL INC	17 000000	12.610	932.62	932.62	214	718-	0 03	1	0 32	12
JCOM	48123V102 J2 GLOBAL INC	8 000000	82.320	404.07	404.07	659	254	0.08	10	1 53	12
KEY	493267108 KEYCORP	70.000000	13.190	903.34	903.34	923	20	0.11	21	2.27	12
KEYS	49338L103 KEYSIGHT TECHNOLOGIES INC	18.000000	28.330	582.82	582.82	510	73-	0.06		0.00	12
KRG	49803T300 KITE REALTY GROUP TRUST REIT	22.000000	25.930	563.49	563.49	570	7	0.07	24	4 20	12
KFY	500643200 KORN FERRY INTL COM NEW	24 000000	33.180	689.37	689.37	796	107	0.09	10	1.21	12
LZB	505336107 LA-Z-BOY CHAIR CO	28 000000	24.420	743.20	743.20	684	59-	0.08	11	1.64	12
LH	50540R409 LABORATORY CORP AMER HLDGS COM NEW	9 000000	123.640	1,063 98	1,063.98	1,113	49	0 13		0.00	12
LKFN	511656100 LAKELAND FINANCIAL CORP	8.000000	46.620	319.68	319.68	373	53	0.04	8	2.10	12
EL	518439104 LAUDER ESTEE COS INC CL A	58 000000	88.060	4,310.97	4,310.97	5,107	797	0.61	70	1.36	12
LLY	532457108 ELI LILLY & CO	62 000000	84.260	4,374.83	4,374.83	5,224	849	0.62	126	2.42	12
LAD	536797103 LITHIA MOTORS INC CL A	7.000000	106.670	494.92	494 92	747	252	0.09	6	0.75	12
LFUS	537008104 LITTLEFUSE INC	6.000000	107.010	548.70	548.70	642	93	0.08	7	1.08	12
MTB	55261F104 M & T BK CORP	37.000000	121.180	4,543.41	4,543.41	4,484	60-	0 53	104	2.31	12
SHOO	556269108 STEVEN MADDEN, LTD.	20.000000	30.220	741.60	741.60	604	137-	0.07		0.00	12
MAS	574599106 MASCO CORP	51 000000	28.300	988.37	988.37	1,443	455	0 17	19	1.34	12
MAT	577081102 MATTEL INC	64.000000	27.170	1,696.97	1,696.97	1,739	42	0.21	97	5.59	12

MMS	577933104 MAXIMUS INC	18.000000	56.250	829.41	829.41	1,013	183	0.12	3	0.32	12
MJN	582839106 MEAD JOHNSON NUTRITION COMPANY	57 000000	78.950	4,751.20	4,751.20	4,500	251-	0.54	94	2.09	12
MD	58502B106 MEDNAX, INC MEDNAX	14 000000	71.660	776.72	776.72	1,003	227	0.12		0 00	12
MTH	59001A102 MERITAGE HOMES CORP	13.000000	33.990	607.14	607 14	442	165-	0.05		0 00	12
MET	59156R108 METLIFE INC	98 000000	48.210	5,202.07	5,202.07	4,725	477-	0.56	147	3.11	12
MSFT	594918104 MICROSOFT CORP	106.000000	55.480	4,492.70	4,492.70	5,881	1,388	0.70	153	2.60	12
MSCC	595137100 MICROSEMI CORP	30 000000	32.590	819.30	819.30	978	158	0.12		0.00	12
MLHR	600544100 MILLER HERMAN INC	16 000000	28.700	439.21	439.21	459	20	0.05	9	2.06	12
MOH	60855R100 MOLINA HEALTHCARE INC	9.000000	60.130	590.02	590.02	541	49-	0.06		0.00	12
TAP	60871R209 MOLSON COORS BREWING CO	15 000000	93.920	1,115.52	1,115.52	1,409	293	0.17	25	1 75	12
MUR	626717102 MURPHY OIL CORP	13 000000	22.450	831.22	831.22	292	539-	0.03	18	6 24	12
NATI	636518102 NATIONAL INSTRS CORP	70 000000	28.690	2,173.41	2,173.41	2,008	165-	0.24	53	2.65	12
NOV	637071101 NATIONAL OILWELL VARCO INC	53.000000	33.490	3,309.47	3,309.47	1,775	1,535-	0.21	98	5.49	12
N	64118Q107 NETSUITE INC	28.000000	84.620	2,518.97	2,518.97	2,369	150-	0.28		0.00	12
NJR	646025106 NEW JERSEY RES	11 000000	32.960	337.99	337.99	363	25	0.04	11	2.91	12
NFX	651290108 NEWFIELD EXPL CO	30.000000	32.560	895.80	895.80	977	81	0.12		0.00	12
OXY	674599105 OCCIDENTAL PETE CORP	65.000000	67.610	5,298.76	5,298.76	4,395	904-	0.52	195	4.44	12
OMCL	68213N109 OMNICELL INC	5.000000	31.080	141.64	141.64	155	14	0.02		0.00	12
OA	68557N103 ORBITAL ATK INC	11 000000	89.340	696.69	696.69	983	286	0.12	11	1.16	12
PKG	695156109 PACKAGING CORP OF AMERICA	15 000000	63.050	989.62	989.62	946	44-	0.11	33	3 49	12
PMT	70931T103 PENNYMAC MORTGAGE INVESTMENT TR	27 000000	15.260	634.50	634.50	412	222-	0.05	51	12.32	12

PEP	713448108 PEPSICO INC	39.000000	99.920	3,491.32	3,491.32	3,897	406	0 47	110	2.81	12
PSX	718546104 PHILLIPS 66	28.000000	81.800	2,230.93	2,230.93	2,290	59	0.27	63	2.74	12
PLT	727493108 PLANTRONICS INC NEW	14 000000	47.420	708.24	708.24	664	44-	0.08	8	1.27	12
PRIM	74164F103 PRIMORIS SERVICES CORPORATION	31.000000	22.030	972.60	972.60	683	290-	0.08	7	1.00	12
PG	742718109 PROCTER & GAMBLE CO	49 000000	79.410	3,986.81	3,986.81	3,891	96-	0.46	130	3.34	12
PGR	743315103 PROGRESSIVE CORP OHIO	25.000000	31.800	683.27	683.27	795	112	0.09	17	2.16	12
QCOM	747525103 QUALCOMM INC	57 000000	49.985	3,606.48	3,606.48	2,849	757-	0.34	109	3.84	12
RDN	750236101 RADIAN GROUP INC	53 000000	13.390	820.38	820 38	710	111-	0.08	1	0 07	12
RJF	754730109 RAYMOND JAMES FINL INC	22.000000	57.970	1,058.97	1,058.97	1,275	216	0.15	18	1.38	12
RGA	759351604 REINSURANCE GROUP OF AMERICA	12 000000	85.550	893.16	893 16	1,027	133	0.12	18	1 73	12
RSG	760759100 REPUBLIC SVCS INC CL A	104.000000	43.990	4,197.71	4,197.71	4,575	377	0 55	125	2.73	12
RHP	78377T107 RYMAN HOSPITALITY PPTYS INC	15 000000	51.640	807.23	807 23	775	33-	0.09	42	5 42	12
CRM	79466L302 SALESFORCE.COM INC	67.000000	78.400	3,650.85	3,650.85	5,253	1,602	0.63		0.00	12
SCSC	806037107 SCANSOURCE INC	12 000000	32.220	503.77	503.77	387	117-	0.05		0 00	12
SLB	806857108 SCHLUMBERGER LTD	20 000000	69.750	1,483.60	1,483.60	1,395	89-	0.17	40	2.87	12
SCHW	808513105 CHARLES SCHWAB CORP	139.000000	32.930	3,577.43	3,577.43	4,577	1,000	0.55	33	0.73	12
SMG	810186106 SCOTTS MIRACLE-GRO CO	12.000000	64.510	708.48	708.48	774	66	0.09	23	2.91	12
SEE	81211K100 SEALED AIR CORP	41 000000	44.600	1,310.64	1,310.64	1,829	518	0 22	21	1.17	12
SBGI	829226109 SINCLAIR BROADCAST GROUP INC CL A	25 000000	32.540	679.57	679.57	814	134	0.10	17	2.03	12
SKYW	830879102 SKYWEST INC	14 000000	19.020	216.86	216.86	266	49	0.03	2	0.84	12
SNA	833034101 SNAP ON INC	15.000000	171.430	1,788.71	1,788.71	2,571	783	0.31	37	1.42	12

STMP	852857200 STAMPS.COM INC.	6.000000	109.610	381.19	381.19	658	276	0.08		0.00	12
SWK	854502101 STANLEY BLACK & DECKER INC.	27.000000	106.730	2,495.55	2,495.55	2,882	386	0.34	59	2.06	12
SBUX	855244109 STARBUCKS CORP	105.000000	60.030	4,265.27	4,265.27	6,303	2,038	0.75	84	1.33	12
SCS	858155203 STEELCASE INC CL A	31 000000	14.900	564.90	564.90	462	103-	0.06	14	3.02	12
SRCL	858912108 STERICYCLE INC	43 000000	120.600	5,237.07	5,237.07	5,186	51-	0.62		0.00	12
SF	860630102 STIFEL FINL CORP	23.000000	42.360	1,048.18	1,048.18	974	74-	0.12		0 00	12
INN	866082100 SUMMIT HOTEL PROPERTIES, INC	58 000000	11 950	640.01	640.01	693	53	0.08	27	3.93	12
SMCI	86800U104 SUPER MICRO COMPUTER, INC.	27 000000	24.510	850.86	850.86	662	189-	0.08		0 00	12
SUPN	868459108 SUPERNUS PHARMACEUTICALS	38.000000	13 440	699.29	699.29	511	189-	0.06		0.00	12
SWFT	87074U101 SWIFT TRANSPORTATION CO.	39.000000	13.820	1,023.99	1,023.99	539	485-	0.06		0.00	12
SYA	87151Q106 SYMETRA FINANCIAL CORPORATION	57 000000	31.770	1,278.00	1,278.00	1,811	533	0 22	25	1 38	12
SYNA	87157D109 SYNAPTICS INC	8 000000	80.340	469.85	469.85	643	173	0.08		0 00	12
SNPS	871607107 SYNOPSYS INC	22.000000	45.610	870 94	870.94	1,003	132	0.12		0.00	12
TJX	872540109 TJX COS INC NEW	32 000000	70.910	2,008.32	2,008.32	2,269	261	0.27	27	1.18	12
TGT	87612E106 TARGET CORP	39 000000	72.610	3,010.53	3,010.53	2,832	179-	0.34	87	3.08	12
TMH	87817A107 TEAM HEALTH HOLDINGS, INC.	14.000000	43.890	786.24	786 24	614	172-	0.07		0.00	12
TEN	880349105 TENNECO AUTOMOTIVE INC	15.000000	45.910	912.76	912.76	689	224-	0.08		0.00	12
TSRA	88164L100 TESSERA TECHNOLOGIES INC	16.000000	30.010	627.67	627.67	480	148-	0.06	13	2.67	12
TXRH	882681109 TEXAS ROADHOUSE INC	25 000000	35.770	651.56	651.56	894	243	0.11	17	1.90	12
THO	885160101 THOR INDS INC	14.000000	56.150	745.13	745 13	786	41	0.09	17	2.14	12

TRIP	896945201 TRIPADVISOR INC. - W/I	64.000000	85.250	4,687.84	4,687.84	5,456	768	0.65		0.00 12
TBI	89785X101 TRUEBLUE INC	15.000000	25.760	386.49	386.49	386		0.05		0.00 12
USB	902973304 US BANCORP DEL	104.000000	42.670	4,457.38	4,457.38	4,438	20-	0.53	106	2.39 12
USCR	90333L201 U S CONCRETE INC	11.000000	52.660	399.67	399.67	579	180	0.07		0 00 12
UA	904311107 UNDER ARMOUR INC CLASS A	25.000000	80.610	2,383.95	2,383 95	2,015	369-	0.24		0.00 12
WOOF	918194101 VCA, INC.	10.000000	55.000	343.37	343.37	550	207	0 07		0 00 12
VAL	920355104 VALSPAR CORP	19.000000	82.950	1,372.40	1,372.40	1,576	204	0.19	25	1.59 12
VZ	92343V104 VERIZON COMMUNICATIONS	74 000000	46.220	3,560.54	3,560.54	3,420	140-	0 41	167	4.89 12
V	92826C839 VISA INC - CLASS A SHRS	92.000000	77.550	4,625.30	4,625.30	7,135	2,509	0.85	52	0.72 12
WEC	92939U106 WEC ENERGY GROUP INC	16.000000	51.310	735.92	735.92	821	85	0.10	29	3.54 12
WNC	929566107 WABASH NATL CORP	57 000000	11.830	770.06	770.06	674	96-	0.08		0.00 12
WAB	929740108 WABTEC	20 000000	71.120	1,472.44	1,472.44	1,422	50-	0.17	6	0 45 12
WMT	931142103 WAL MART STORES INC	49.000000	61.300	3,856.79	3,856.79	3,004	853-	0.36	96	3.20 12
WWWW	94733A104 WEB.COM GROUP INC.	31.000000	20.010	739.08	739.08	620	119-	0.07		0.00 12
WCG	94946T106 WELLCARE HEALTH PLANS INC	7 000000	78.210	545.41	545.41	547	2	0.07		0 00 12
WFC	949746101 WELLS FARGO & CO	70 000000	54.360	3,241.12	3,241.12	3,805	564	0.45	105	2.76 12
WSBC	950810101 WESBANCO INC	16.000000	30.020	491.36	491.36	480	11-	0 06	15	3.06 12
WAL	957638109 WESTERN ALLIANCE BANCORP	28 000000	35.860	722.51	722.51	1,004	282	0.12		0.00 12
WY	962166104 WEYERHAEUSER CO	52.000000	29.980	1,661.05	1,661.05	1,559	102-	0.19	64	4.14 12
WLL	966387102 WHITING PETROLEUM CORP	17.000000	9.440	1,118.34	1,118.34	160	958-	0 02		0.00 12
WIBC	97186T108 WILSHIRE BANCORP INC	46 000000	11.550	482.59	482.59	531	49	0.06	11	2 08 12
WTFC	97650W108 WINTRUST FINANCIAL CORP	19 000000	48.520	900.60	900 60	922	21	0.11	8	0.91 12
XLNX	983919101	20.000000	46.970	890.15	890.15	939	49	0.11	25	2 64 12

	XILINX INC										
NBR	G6359F103 NABORS INDUSTRIES LTD	67.000000	8.510	1,110.52	1,110.52	570	540-	0.07	16	2.82	12
SIG	G81276100 SIGNET JEWELERS LTD	5.000000	123.690	599.68	599.68	618	19	0.07	4	0.71	12
	Total For Common Stock	7,674.000000		362,949.97	362,949.97	385,785	22,835		6,313		
	Foreign Stock										
ALIOY	00507G102 ACTELION LTD - UNSP ADR	32.000000	34.865	990.45	990.45	1,116	125	0.13		0.00	12
BUD	03524A108 ANHEUSER BUSCH INBEV SPONSOR ADR	21 000000	125.000	2,602.77	2,602 77	2,625	22	0.31	68	2.58	12
ASHTY	045055100 ASHTEAD GROUP PLC UNSPONSORED ADR	10.000000	65.972	704.60	704.60	660	45-	0.08	9	1.37	12
ASAZY	045387107 ASSA ABLY AB	145.000000	10.557	1,361.19	1,361.19	1,531	170	0.18	15	0 96	12
ASBFY	045519402 ASSOC BRITISH FOODS-UNSP ADR	13 000000	49.258	614.25	614.25	640	26	0 08	6	0 97	12
BRGYY	055434203 BG GROUP PLC SPON ADR	34 000000	14.518	483.82	483.82	494	10	0.06	9	1.88	12
BP	055622104 BP PLC SPONSORED ADR ONE ADR REPRS 6 ORDINARY SHS	104.000000	31.260	4,688.92	4,688 92	3,251	1,438-	0.39	248	7 61	12
BNPQY	05565A202 BNP PARIBAS SPONSORED ADR	27 000000	28.369	775.09	775.09	766	9-	0.09	16	2.04	12
BAYRY	072730302 BAYER A G SPONSORED ADRS ONE ADR REPRS 1 ORD SH	12 000000	125.793	1,613.31	1,613.31	1,510	104-	0.18	22	1 42	12
BHP	088606108 BHP BILLITON LTD SPONSORED ADR ONE ADR RPRS 2 ORD SHS	25 000000	25.760	1,135.67	1,135.67	644	492-	0.08	62	9.63	12
BTI	110448107 BRITISH AMERN TOB PLC SPONSORED ADR EACH ADR REPRS TWO ORDINARY SHS	13 000000	110.450	1,499.57	1,499.57	1,436	64-	0.17	59	4.11	12
CABGY	142795202 CARLSBERG A/S - B -SPON ADR	67.000000	17.832	1,191 98	1,191.98	1,195	3	0.14	11	0.95	12
CFRUY	204319107 CIE FINANCIERE RICH - UNSP ADR	80.000000	7.203	694.40	694.40	576	118-	0.07	8	1 31	12
CMPGY	20449X302 COMPASS GROUP PLC ADR	67.000000	17.318	1,121.54	1,121 54	1,160	39	0.14	26	2.25	12

CTTAY	210771200 CONTINENTAL AG SPONSORED ADR	11.000000	48.786	513.48	513.48	537	23	0.06	6	1.07	12
CS	225401108 CREDIT SUISSE GROUP SPONSORED ADR EACH ADR RPRS 1 REGISTERED SHR	29.000000	21.690	727.62	727.62	629	99-	0.08	22	3.44	12
DWAHY	234062206 DAIWA HOUSE INDUS UNSPONSORED ADR	60 000000	29.120	1,179.60	1,179.60	1,747	568	0 21	22	1.28	12
ECA	292505104 ENCANA CORP	56 000000	5.090	737.73	737.73	285	453-	0.03	16	5.50	12
FSNUY	35804M105 FRECENIUS SE & CO KGAA - SPON ADR	62.000000	17.916	884.12	884.12	1,111	227	0.13	5	0 45	12
GEAGY	361592108 GEA GROUP AG - SPON ADR	6.000000	40.627	250.20	250.20	244	6-	0.03	3	1.32	12
GG	380956409 GOLDCORP INC	127.000000	11.560	2,508.70	2,508.70	1,468	1,041-	0 18	30	2.08	12
IFJPY	45672B305 INFORMA PLC -SP ADR	45 000000	18.070	763.20	763.20	813	50	0.10	24	2 90	12
JAPAY	471105205 JAPAN TOBACCO INC UNSPONSORED ADR	80.000000	18.584	1,187.30	1,187.30	1,487	299	0.18	26	1.76	12
KBCSY	48241F104 KBC GROEP NV UNSP ADR	17.000000	31.323	513.91	513.91	532	19	0.06	13	2.53	12
KDDIY	48667L106 KDDI CORPORATION - UNSPONSORED ADR	124.000000	13.109	1,379.71	1,379.71	1,626	246	0.19	23	1 42	12
KMTUY	500458401 KOMATSU LTD SPON ADR NEW ONE ADR REPRS FOUR ORDINARY SHS	28 000000	16.559	579.88	579.88	464	116-	0.06	10	2 25	12
LYG	539439109 LLOYDS BANKING GROUP PLC SPONS ADR ONE ADR REPRESENTS 4 ORDINARY SHS	324.000000	4.360	1,559.40	1,559.40	1,413	147-	0.17	30	2 11	12
MKTAY	560877300 MAKITA CORP	16 000000	58.440	768.96	768.96	935	166	0.11	14	1.45	12
MDLAY	58502L104 MEDIOLANUM SPA UNSPONSOR ADR	29.000000	16.446	438.48	438.48	477	38	0.06	11	2.41	12
NVS	66987V109 NOVARTIS A G ADR ONE ADR REPRS 1/20TH OF A SHARE	31.000000	86.040	3,045.30	3,045.30	2,667	378-	0.32	70	2.63	12
NVO	670100205 NOVO NORDISK A/S SPONSORED ADR ONE ADR	19 000000	58.080	930.40	930.40	1,104	173	0.13	10	0.92	12

	REPRS 1/2 OF CL 'B' SHS										
PUK	74435K204 PRUDENTIAL PLC ADR	41.000000	45.080	1,728.39	1,728.39	1,848	120	0.22	48	2.62	12
RDEIY	756568101 RED ELECTRICA CORPORATION SA - UNSPON ADR	51.000000	16.753	829.70	829.70	854	25	0.10	24	2.85	12
RELX	759530108 REED ELSEVIER PLC - SPON ADR	60.000000	17.830	1,046.17	1,046.17	1,070	24	0.13	24	2.28	12
REXMY	761655604 REXAM PLC -SPONSORED ADR	18.000000	44.549	767.88	767.88	802	34	0.10	24	3.02	12
RDSA	780259206 ROYAL DUTCH SHELL PLC-ADR	14.000000	45.790	779.99	779.99	641	139-	0.08	45	6.98	12
KKPNY	780641205 ROYAL KPN NV	99.000000	3.793	343.53	343.53	376	32	0 04	13	3.35	01
RYAAY	783513203 RYANAIR HOLDINGS PLC SP ADR	10 000000	86.460	728.30	728 30	865	136	0.10	22	2.49	12
RYKKY	78392U105 RYOHIN KEIKAKU CO LTD UNSP ADR	17 000000	40.550	458.83	458.83	689	231	0 08	4	0.64	12
SAXPY	79588J102 SAMPO OYJ - A SHS-UNSP ADR	39 000000	25.528	964 47	964.47	996	31	0.12	33	3.32	12
SVNDY	81783H105 SEVEN & I HOLDINGS CO.,LTD.	49.000000	23.068	898.66	898.66	1,130	232	0.13	10	0.92	12
SHPG	82481R106 SHIRE PLC SPONSORED ADR ONE ADR REPRES 5 ORD SHS	6 000000	205.000	1,373.58	1,373.58	1,230	144-	0.15	4	0.34	12
SFTBY	83404D109 SOFTBANK GROUP CORPORATION - UNSPONS ADR	37 000000	25.516	1,292.33	1,292.33	944	348-	0.11	4	0.44	12
SNE	835699307 SONY CORP SPONSORED ADR ONE ADR REPRS ONE ORD SHARES	24.000000	24 610	641.84	641.84	591	51-	0.07	2	0.28	12
STM	861012102 STMICROELECTRONICS N V NY SHARES ONE NY SHARE REPRES 1 ORD SH	70 000000	6.660	482.30	482.30	466	16-	0.06	24	5.11	12
SMFG	86562M209 SUMITOMO MITSUI FINL GROUP INC - SPONS ADR	167.000000	7.590	1,300.93	1,300.93	1,268	33-	0.15	36	2 85	12
SUTNY	86562X106 SUMITOMO MITSUI TRUST HOLDINGS SPON ADR	92.000000	3.832	371.68	371.68	353	19-	0.04	7	2.09	12
SWDBY	870195104 SWEDBANK AB	46.000000	22.193	1,124.64	1,124.64	1,021	104-	0.12	50	4.87	12

TELNY	87944W105 TELENOR ASA-ADS	12.000000	50.264	815.96	815.96	603	213-	0.07	27	4.50	12
TEVA	881624209 TEVA PHARMACEUTICAL INDS SPONS ADR ONE ADR REPRS ONE ORD SHARE	24.000000	65.640	1,387.70	1,387.70	1,575	188	0.19	28	1.77	12
UL	904767704 UNILEVER PLC SPONSORED ADR ONE ADR REPRS 4 ORD SHS	28.000000	43.120	1,200.87	1,200.87	1,207	6	0.14	36	3.02	12
VLEEY	919134304 VALEO SA	11.000000	77.426	811.32	811.32	852	40	0.10	11	1.28	12
VCISY	927320101 VINCI SA	44.000000	16.061	643.24	643 24	707	63	0.08	15	2 12	12
VIVHY	92852T201 VIVENDI UNSPON ADR	32 000000	21.574	824.50	824.50	690	134-	0.08	56	8.13	12
WOSYY	977868306 WOLSELEY PLC ADR	136.000000	5.440	828.24	828.24	740	88-	0.09	16	2.19	12
WTKWY	977874205 WOLTERS KLUWER N V SPONSORED ADR ONE ADR REPRESENTS ONE CVA SHARE	24.000000	33.637	775.44	775.44	807	32	0.10	21	2 55	12
AON	G0408V102 AON PLC	11.000000	92.210	1,059.65	1,059.65	1,014	45-	0.12	13	1 30	12
ETN	G29183103 EATON CORP PLC ISIN: IE00B8KQN827 SEDOL: B8KQN82	53.000000	52.040	3,630.32	3,630.32	2,758	872-	0 33	117	4.23	12
FN	G3323L100 FABRINET	21.000000	23.820	455.72	455.72	500	45	0.06		0 00	12
G	G3922B107 GENPACT LIMITED	158.000000	24.980	2,787.88	2,787.88	3,947	1,159	0.47		0.00	12
HELE	G4388N106 HELEN OF TROY LTD	8.000000	94.250	508.54	508 54	754	245	0.09		0 00	12
IVZ	G491BT108 INVESCO LTD	84.000000	33.480	3,131.06	3,131.06	2,812	319-	0.34	91	3.23	12
RNR	G7496G103 RENAISSANCE RE HLDGS LTD	8.000000	113.190	754.40	754.40	906	151	0.11	10	1.06	12
STE	G84720104 STERIS PLC ISIN: GB00BVVBC028 SEDOL: BVVBC02	10.000000	75.340	554.24	554.24	753	199	0.09	10	1 33	12
TEL	H84989104 TE CONNECTIVITY LTD SEDOL #B62B7C3 ISIN #CH0102993182	71.000000	64.610	4,370.92	4,370.92	4,587	216	0.55	94	2.04	12
CHKP	M22465104 CHECK POINT SOFTWARE TECH LT ORD	14 000000	81.380	1,164.41	1,164.41	1,139	25-	0.14		0.00	12

LYB	N53745100 LYONDELLBASELL INDUSTRIES - CL A SEDOL #B3SPXZ3 ISIN #NL0009434992	26.000000	86.900	2,296.03	2,296.03	2,259	37-	0.27	81	3.59	12
NXPI	N6596X109 NXP SEMICONDUCTORS NV	51 000000	84.250	4,504.93	4,504 93	4,297	208-	0.51		0.00	12
	Total For Foreign Stock	3,380.000000		85,084.14	85,084.14	83,192	1,892-		1,893		
	Mutual Funds - Fixed Income										
FBNDX	316146109 FIDELITY INVST GRADE BD PORTFOLIO	12,265 591000	7.580	96,284.87	96,284.87	92,973	3,312-	11.09	2,711	2.92	01
JYIIX	41015K862 JOHN HANCOCK FUNDS III - CORE HIGH YIELD FUND	1,451.905000	8.930	15,898.34	15,898.34	12,966	2,933-	1.55	999	7.70	12
WOBDX	4812C0381 JPMORGAN CORE BOND FUND CL S	8,267 323000	11.540	96,452.46	96,452.46	95,405	1,048-	11.38	2,232	2.34	12
PFORX	693390882 PIMCO FOREIGN BOND U.S. DOLLAR HEDGED #103	2,754 348000	9.910	30,587.65	30,587.65	27,296	3,292-	3.26	532	1.95	12
TGCFX	87234N401 TCW CORE FIXED INCOME FUND	2,649 385000	10.950	28,968.72	28,968 72	29,011	42	3.46	490	1.69	12
TGBAX	880208400 TEMPLETON GLOBAL BOND FUND ADV	2,386.626000	11.530	31,077.78	31,077.78	27,518	3,560-	3.28	931	3 38	12
	Total For Mutual Funds - Fixed Income	29,775.178000		299,269.82	299,269.82	285,168	14,102-		7,894		
	Mutual Funds - International										
JOHIX	00770G847 JO HAMBRO INTERNATIONAL SELECT FUND	2,213 740000	17.770	43,693.00	43,693.00	39,338	4,355-	4.70	303	0 77	12
HIEMX	92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	636 492000	8.960	6,265.82	6,265.82	5,703	563-	0.68	53	0.94	12
	Total For Mutual Funds - International	2,850.232000		49,958.82	49,958.82	45,041	4,918-		357		
	Total Portfolio			836,840.35	836,840.35	838,764	1,923	100.00	16,482	1.96	

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REGIONS
PRIVATE WEALTH MANAGEMENT

SCHOLARSHIP APPLICATION

(PLEASE TYPE OR PRINT CLEARLY IN INK)
(COMPLETE FRONT AND BACK PORTION OF PAGE)

DIRECTIONS

Please carefully review the eligibility requirements for the Lou & Lillian Padolf Foundation Scholarship fund. An official transcript including the last semester of High School Work MUST be received prior to consideration of the application. If you are already attending college, a copy of your college transcript showing all work attempted to date must also be submitted. **All application and supporting documentation (copies of pages 1 &2 of current income tax returns) must be postmarked on or before May 29th to receive consideration.** Please do not hesitate to use additional pages to elaborate or explain any items that you feel would aid the committee in reviewing your application. You are also encourage to include letters of recommendation from teachers, advisors, neighbors, friends, etc.

LOU AND LILLIAN PADOLF FOUNDATION

Award amounts generally range from $500 - $1,500. **Funds are awarded to a Graduate from a Pinellas County High School in the top 25% of their class. The student must live North of Walsingham Road and South of Klosterman Road in Pinellas County.** Awards are only for undergraduate work and are renewable at the discretion of the awarding committee for up to four years total. Graduate must attend a fully accredited College/University in the State of Florida.

Name	Home Phone	Application Date
Street Address	City	State & Zip
Birth Date	Social Security Number	Marital Status

High School from which Graduated	Graduation Date	Current Class (i e, High School Sr, College Freshman, etc)	Class Rank
College you plan to attend	Intended College Major		
List any other Scholarships (including amounts) that you expect to receive			

What Special Recognition, Honors and Awards have you received?
Please list your Social, Fraternal, Academic and Civic Organization Affiliations, Sports Activities, Hobbies, etc

REGIONS
PRIVATE WEALTH MANAGEMENT

FAMILY HISTORY

FATHER

Name	Age	Living ( ) Deceased ( )	Marital Status

Street Address	City	State	Zip

Employer	Type of Work	Position & Length of Service

MOTHER

Name	Age	Living ( ) Deceased ( )	Marital Status

Street Address	City	State	Zip

Employer	Type of Work	Position & Length of Service

Other than yourself and your natural parents, please list all members of your immediate household. If your parents are divorced and your household includes a Stepfather or Stepmother, please be sure to include them as well. Please also include any brothers and/or sisters who are currently at college

Name	Age	Relationship to Applicant

FINANCIAL HISTORY

INCOME (Attach copies of Pages 1 & 2 of Current Income Tax Returns for your parents and yourself)

Please list all anticipated family income for upcoming year	Parents	Applicant
Gross Wages & Salaries		
Investment Income		
Social Security, Pensions, Welfare, Trusts, Annuities, etc.		
TOTAL GROSS INCOME		
LESS: Income Tax		
NET AVAILABLE INCOME		

ASSETS & LIABILITIES

Please provide a brief summary of Family Assets and Liabilities	Parents	Applicant
Bank Accounts (Checking, Savings, CDs, etc)		
Stocks, Bonds & Other Securities		

Business Interests & Other Investments (Please Itemize and Describe)		
Investment – Real Estate Current Value		
Investment – Real Estate Unpaid Mortgage		
Home Current Value		
Home Unpaid Mortgage		
Indebtedness other than Real Estate Mortgages		

EDUCATIONAL EXPENSES

Please itemize your anticipated College Expenses for the upcoming year in the column at left below In the column at right, please outline the resources from which you expect to get funds to pay these expenses YOUR RESOURCES SHOULD AT LEAST EQUAL YOUR EXPENSES

Tuition, Fees, Books and Supplies		Earnings during School Year and/or Summer, Personal Savings, etc	
Room and Board		Contributions from Parents, Relatives and Others	
Transportation, Clothing, Personal & Misc		Other Sources (Please itemize on a separate page)	
Other (Please itemize & explain)		Amount that you expect to receive from the Ott and/or Padolf Foundation	
TOTAL EXPENSES		TOTAL RESOURCES	

Please complete and sign the application and return it to our office at the address below. If necessary, feel free to use a separate page to explain/itemize all pertinent information. **All applications must be postmarked no later than May 29th.**

SIGNED: ______________________________ DATE: __________

REGIONS PRIVATE WEALTH MANAGEMENT
Attn: Lourdes Ros
1511 North Westshore Blvd., Suite 850
Tampa, FL 33607
Phone: (813) 639-3419