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2015

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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private FoundationDepartment 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.

For calendar year 2015 or tax year beginning , and ending

Name of foundation TWILIGHT & MARC FREEDMAN FOUNDATION			A Employer identification number 76-0683871	
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name	Foreign province/state/county	Foreign postal code		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			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 ☐	
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, col (c), line 16) \$ 2,092,597		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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)	140,590			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	37,453	37,453		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	275,262			
	b Gross sales price for all assets on line 6a 912,643				
	7 Capital gain net income (from Part IV, line 2)		275,262		
	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 2016	453,305	312,715	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	21,532	12,919		8,613
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,059	269		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	23	23		
	24 Total operating and administrative expenses. Add lines 13 through 23	25,614	13,211	0	8,613
	25 Contributions, gifts, grants paid	244,000			244,000
26 Total expenses and disbursements. Add lines 24 and 25	269,614	13,211	0	252,613	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	183,691				
b Net investment income (if negative, enter -0-)		299,504			
c Adjusted net income (if negative, enter -0-)			0		

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	1,636	468	468
	2 Savings and temporary cash investments	49,841	82,469	82,469
	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			
	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)	1,541,787	1,556,883	2,009,660
	c Investments—corporate bonds (attach schedule)			
	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)	1,593,264	1,639,820	2,092,597	
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)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	27 Capital stock, trust principal, or current funds	1,593,264	1,639,820	
	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)	1,593,264	1,639,820		
31 Total liabilities and net assets/fund balances (see instructions)	1,593,264	1,639,820		

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	1,593,264
2 Enter amount from Part I, line 27a	2	183,691
3 Other increases not included in line 2 (itemize) Cost Basis Adjustment	3	288
4 Add lines 1, 2, and 3	4	1,777,243
5 Decreases not included in line 2 (itemize) Excess FMV Over Cost of Asset Contributed	5	137,423
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,639,820

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
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	275,262	
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	0	

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.

(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	294,800	2,097,074	0.140577
2013	250,341	1,774,836	0.141050
2012	200,705	1,514,914	0.132486
2011	197,874	1,650,228	0.119907
2010	184,546	1,247,599	0.147921
2 Total of line 1, column (d)		2	0.681941
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	0.136388
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		4	2,135,901
5 Multiply line 4 by line 3		5	291,311
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	2,995
7 Add lines 5 and 6		7	294,306
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	252,613

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	5,990	
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	5,990	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	5,990	
6	Credits/Payments.			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	3,790	
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	3,790	
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	2,200	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2016 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers. \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ UST-MLT, A DIVISION OF BANK OF AMERICA, N Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
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			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
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 ▶ 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)	2b	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____		
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	N/A
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

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- 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) N/A
- 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? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No

5b	N/A	
6b		X
7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	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

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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 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	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,094,991
b	Average of monthly cash balances	1b	73,436
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,168,427
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	
3	Subtract line 2 from line 1d	3	2,168,427
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	32,526
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,135,901
6	Minimum investment return. Enter 5% of line 5	6	106,795

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	106,795
2a	Tax on investment income for 2015 from Part VI, line 5	2a	5,990
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,990
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	100,805
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	100,805
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	100,805

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	252,613
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	252,613
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	252,613

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				100,805
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____				
3 Excess distributions carryover, if any, to 2015:				
a From 2010	125,572			
b From 2011	120,388			
c From 2012	130,931			
d From 2013	169,337			
e From 2014	197,526			
f Total of lines 3a through e	743,754			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 252,613				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2015 distributable amount				100,805
e Remaining amount distributed out of corpus	151,808			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	895,562			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	125,572			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	769,990			
10 Analysis of line 9				
a Excess from 2011	120,388			
b Excess from 2012	130,931			
c Excess from 2013	169,337			
d Excess from 2014	197,526			
e Excess from 2015	151,808			

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

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				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

MARC FREEDMAN

TWILIGHT FREEDMAN

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount .
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	244,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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.)

Form 990-PF (2015)

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2015

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

TWILIGHT & MARC FREEDMAN FOUNDATION

Employer identification number

76-0683871

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization	Employer identification number
TWILIGHT & MARC FREEDMAN FOUNDATION	76-0683871

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
___ 1 ___	3400 SHARES OF SYSCO ----- 89 SHARES OF PETROBRAS ----- 16 SHARES OF ALCOA ----- 47 SHARES OF NEWMONT -----	\$ _____ 140,590	____ 12/11/2015 ____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Page 4

Name of organization TWILIGHT & MARC FREEDMAN FOUNDATION	Employer identification number 76-0683871
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ 0

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov.	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov.	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov.	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov.	Country	

TWILIGHT & MARC FREEDMAN FOUNDATION

76-0683871 Page 1 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SHRINER'S HOSPITAL FOR CHILDREN

Street

PO BOX 31356

City

TAMPA

State

FL

Zip Code

33631

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

12,000

Name

US FUND FOR UNICEF

Street

125 MAIDEN LANE

City

NEW YORK

State

NY

Zip Code

10038

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,000

Name

HADASSAH HOUSTON CHAPTER

Street

4654 BEECHNUT STREET

City

HOUSTON

State

TX

Zip Code

77096

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

HABITAT FOR HUMANITY INTERNATIONAL INC

Street

121 HABITAT ST

City

AMERICUS

State

GA

Zip Code

31709

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

ST JUDE CHILDREN'S RESEARCH HOSPITAL

Street

501 ST JUDE PLACE

City

MEMPHIS

State

TN

Zip Code

38105

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

4,000

Name

RONALD MCDONALD HOUSE

Street

402 MAIN STREET

City

HOUSTON

State

TX

Zip Code

77002

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

TWILIGHT & MARC FREEDMAN FOUNDATION

76-0683871 Page 2 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HOPE STONE, INC

Street

1210 WEST CLAY SUITE 26

City

HOUSTON

State

TX

Zip Code

77019

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

THE HOUSTON FOOD BANK

Street

535 PORTWALL STREET

City

HOUSTON

State

TX

Zip Code

77029-1332

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

8,000

Name

ALZHEIMERS DISEASE AND RELATED DISORDER ASSOCIATION INC

Street

PO BOX 96011

City

WASHINGTON

State

DC

Zip Code

20060-6011

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

HAND IN HAND

Street

PO BOX 80102

City

PORTLAND

State

OR

Zip Code

97280

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,500

Name

LATIN AMERICAN YOUTH CENTER, INC

Street

1419 COLUMBIA RD NW

City

WASHINGTON

State

DC

Zip Code

20009-4705

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

INSTITUTE FOR HUMAN UNDERSTANDING INC

Street

638 NORTHVIEW DR

City

ROCHESTER

State

VT

Zip Code

05767

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

TWILIGHT & MARC FREEDMAN FOUNDATION

76-0683871 Page 3 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

JDRF INTERNATIONAL

Street

26 BROADWAY FL 14

City

NEW YORK

State

NY

Zip Code

10004-1838

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

BRIARWOOD-BROOKWOOD, INC

Street

1752 FM 1489

City

BROOKSHIRE

State

TX

Zip Code

77423

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

AUTISM SPEAKS INC

Street

1E 33RD ST FL 4

City

NEW YORK

State

NY

Zip Code

10016-5011

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

HOUSTON CENTER FOR LITERACY

Street

2401 PORTSMOUTH STREET #230

City

HOUSTON

State

TX

Zip Code

77098

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

AMERICAN NATIONAL RED CROSS

Street

17TH AND D STREET ST NW

City

WASHINGTON

State

DC

Zip Code

20006-0000

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

30,000

Name

UNIVERSITY OF TEXAS FOUNDATION

Street

MD ANDERSON CANCER CENTER, 1515 HOLCOMBLE BLVD

City

HOUSTON

State

TX

Zip Code

77210-4464

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

TWILIGHT & MARC FREEDMAN FOUNDATION

76-0683871 Page 4 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNITED WAY OF GREATER HOUSTON

Street

PO BOX 3247

City

HOUSTON

State

TX

Zip Code

77007

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

COOPERATIVE FOR EDUCATION

Street

2730 HYDE PARK AVE

City

CINCINNATI

State

OH

Zip Code

45209-2004

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

JEWISH FAMILY SERVICE

Street

4131 S BRAESWOOD BLVD

City

HOUSTON

State

TX

Zip Code

77025

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount		Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
Short Term CG Distributions		CUSIP #															
1	ALCOA INC	013817101		X				10/21/2011	12/15/2015	146	192						-48
2	ALPHABET INC SHS CL C	02079K107		X				6/27/2012	12/15/2015	751	285						466
3	ALPHABET INC SHS CL A	02079K305		X				6/25/2012	12/15/2015	1,530	962						568
4	ALTRIA GROUP INC	02209S103		X				6/10/2015	12/15/2015	1,728	1,489						239
5	AMERICAN INTERNATIONAL	028874784		X				9/17/2012	12/15/2015	2,513	1,464						1,049
6	AMGEN INC COM PV \$0.0001	031182100		X				10/18/2010	12/15/2015	3,267	1,144						2,123
7	APPLE INC	037833100		X				6/26/2012	12/15/2015	2,461	1,796						665
8	ACTIVISION BLIZZARD INC	06507V109		X				10/20/2015	12/15/2015	1,556	1,350						206
9	AETNA INC NEW	09817Y108		X				9/18/2013	12/15/2015	1,929	1,203						726
10	ASTRAZENECA PLC SPND A	048353108		X				10/27/2014	10/20/2015	5,456	6,200						-744
11	ASTRAZENECA PLC SPND A	048353108		X				10/27/2014	10/21/2015	31	36						-5
12	ASTRAZENECA PLC SPND A	048353108		X				10/27/2014	10/21/2015	5,353	6,200						-847
13	ASTRAZENECA PLC SPND A	048353108		X				10/28/2014	10/22/2015	5,449	6,293						-844
14	ASTRAZENECA PLC SPND A	048353108		X				10/28/2014	10/23/2015	1,597	1,824						-227
15	COMCAST CORP NEW CL A	20030N101		X				9/24/2012	12/15/2015	3,319	2,083						1,236
16	DELTA AIR LINES INC	247361702		X				3/14/2014	11/5/2015	15,769	11,936						3,833
17	DELTA AIR LINES INC	247361702		X				3/14/2014	11/8/2015	9,557	7,258						2,299
18	DISNEY (WALT) CO COM STR	254687106		X				12/11/2012	8/7/2015	541	249						292
19	DISNEY (WALT) CO COM STR	254687106		X				12/12/2012	8/7/2015	6,172	2,843						3,329
20	DISNEY (WALT) CO COM STR	254687106		X				12/12/2012	9/9/2015	10,493	5,087						5,406
21	DISNEY (WALT) CO COM STR	254687106		X				12/13/2012	9/9/2015	10,699	5,135						5,564
22	DISCOVER FINL SVCS	254709108		X				5/23/2011	7/9/2015	6,160	2,660						3,500
23	DISCOVER FINL SVCS	254709108		X				5/23/2011	7/10/2015	4,992	2,142						2,850
24	DISCOVER FINL SVCS	254709108		X				5/23/2011	10/20/2015	6,935	3,127						3,808
25	DISCOVER FINL SVCS	254709108		X				5/24/2011	10/20/2015	2,512	1,103						1,409
26	DISCOVER FINL SVCS	254709108		X				5/24/2011	10/21/2015	9,760	8,289						1,471
27	DISCOVER FINL SVCS	254709108		X				5/24/2011	10/21/2015	3,108	1,387						1,741
28	DOVER CORP	280003108		X				6/27/2012	10/21/2015	763	473						290
29	DOVER CORP	280003108		X				9/14/2009	1/29/2015	7,819	3,630						4,189
30	BROCADE COMMUNICATION	05582104		X				1/8/2014	12/15/2015	1,211	3,365						-1,244
31	COWI CORP	12514G108		X				5/29/2014	12/15/2015	1,409	1,466						-57
32	CIGNA CORP	125509108		X				9/9/2015	12/15/2015	1,437	1,344						93
33	CVS HEALTH CORP	126650100		X				4/8/2015	12/15/2015	1,826	1,706						120
34	CVS HEALTH CORP	126650100		X				7/10/2012	9/9/2015	10,910	5,111						5,799
35	CARNIVAL CORP PAIRED SH	143658300		X				2/27/2015	12/15/2015	1,119	588						551
36	CENTENE CORP	15135B101		X				6/10/2015	12/15/2015	1,665	1,415						250
37	CISCO SYSTEMS INC COM	17275R102		X				8/8/2013	12/15/2015	1,835	1,792						-233
38	CITIGROUP INC COM NEW	172987424		X				6/12/2012	12/15/2015	3,512	1,838						43
39	COGNIZANT TECH SOLUTIONS	192448102		X				4/8/2015	12/15/2015	1,797	1,820						1,674
40	DOVER CORP	280003108		X				6/27/2012	1/30/2015	823	390						-53
41	DOVER CORP	280003108		X				9/14/2009	1/30/2015	8,592	3,949						233
42	DOVER CORP	280003108		X				12/22/2009	1/30/2015	830	419						4,633
43	DOW CHEMICAL CO	260543103		X				10/21/2013	12/15/2015	963	830						411
44	DR PEPPER SNAPPLE GROU	28138E109		X				7/12/2010	1/29/2015	6,110	3,016						176
45	DR PEPPER SNAPPLE GROU	28138E109		X				7/13/2010	1/30/2015	8,107	4,089						3,094
46	DR PEPPER SNAPPLE GROU	28138E109		X				7/12/2010	1/30/2015	3,274	1,624						4,018
47	DR PEPPER SNAPPLE GROU	28138E109		X				7/19/2010	1/30/2015	78	39						1,650
48	DR PEPPER SNAPPLE GROU	28138E109		X				7/19/2010	2/2/2015	4,178	2,100						39
49	DR PEPPER SNAPPLE GROU	28138E109		X				7/19/2010	8/5/2015	2,069	972						2,078
50	DR PEPPER SNAPPLE GROU	28138E109		X				7/19/2010	8/6/2015	1,990	933						1,097
51	DR PEPPER SNAPPLE GROU	28138E109		X				7/20/2010	8/6/2015	3,151	1,498						1,057
52	DR PEPPER SNAPPLE GROU	28138E109		X				7/20/2010	8/7/2015	82	39						1,653
53	DR PEPPER SNAPPLE GROU	28138E109		X				9/15/2014	8/7/2015	3,770	2,875						43
54	DR PEPPER SNAPPLE GROU	28138E109		X				9/15/2014	12/15/2015	1,120	750						895
55	DR PEPPER SNAPPLE GROU	28138E109		X				11/12/2012	8/5/2015	8,581	8,238						370
56	E M C CORPORATION MASS	288848102		X				11/22/2012	8/6/2015	2,913	2,691						343
57	E M C CORPORATION MASS	288848102		X				8/8/2013	8/6/2015	6,169	5,143						222
58	E M C CORPORATION MASS	288848102		X				2/28/2014	8/6/2015	4,411	4,279						26
59	E M C CORPORATION MASS	288848102		X				11/12/2012	8/6/2015	1,307	1,209						132
60	E M C CORPORATION MASS	288848102		X				12/22/2009	12/15/2015	1,428	1,372						98
61	EXXON MOBIL CORP COM	30231G102		X				5/29/2014	12/15/2015	1,791	1,091						56
62	FACEBOOK INC	30303M102		X				6/10/2015	12/15/2015	1,015	1,280						700
63	FEDEX CORP DELAWARE CO	31428X106		X				11/4/2013	6/10/2015	18,904	18,221						-265
64	GENERAL ELECTRIC	396904103		X				10/20/2015	12/15/2015	2,951	2,057						883
65	GILEAD SCIENCES INC COM	375558103		X				9/25/2012	12/15/2015	2,051	2,037						6
66	GOLDMAN SACHS GROUP IN	38141G104		X				8/8/2013	4/8/2015	22,217	23,081						343
67	HALLIBURTON COMPANY	408218101		X				5/29/2014	6/10/2015	7,763	10,699						222
68	HESS CORP	42809H107		X				5/29/2014	6/11/2015	2,778	3,627						26
69	HESS CORP	42809H107		X				5/29/2014	6/11/2015	5,001	6,585						132
70	HESS CORP	42809H107		X				5/30/2014	6/11/2015	1,319	898						98
71	HOME DEPOT INC	437078102		X				9/9/2014	12/15/2015	1,319	898						56
72	HUMANA INC	444859102		X				8/5/2015	12/15/2015	883	928						700

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount	Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss					
Short Term CG Distributions		0	Capital Gains/Losses		912,543		837,381		275,202					
		0	Other sales		0		0		0					
Description	CUSIP #	Check "X" if to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
73 INTEL CORP	458140100	X				10/27/2014	12/15/2015	668	631				0	37
74 JPMORGAN CHASE & CO	46923H100	X				6/7/2012	12/15/2015	265	133				0	132
75 JPMORGAN CHASE & CO	46923H100	X				6/8/2012	12/15/2015	4,049	2,033				0	2,016
76 LABORATORY CP AMER HLD	50540R408	X				12/23/2014	12/15/2015	1,345	1,181				0	164
77 LAS VEGAS SANDS CORP	517634107	X				6/18/2014	8/10/2015	3,336	4,738				0	-1,402
78 LAS VEGAS SANDS CORP	517634107	X				6/19/2014	8/10/2015	3,388	4,876				0	-1,488
78 GOOGLE INC SHS CL C	38239P708	X				5/5/2015	5/5/2015	78	0				0	78
80 LAS VEGAS SANDS CORP	517634107	X				6/20/2014	8/10/2015	3,388	4,876				0	-1,488
81 LOWE'S COMPANIES INC	548681107	X				4/29/2013	12/15/2015	530	288				0	242
82 LOWE'S COMPANIES INC	548681107	X				4/30/2013	12/15/2015	2,043	1,041				0	1,002
84 MARATHON PETROLEUM CO	56585A102	X				5/29/2014	8/6/2015	6,604	5,702				0	902
84 MARATHON PETROLEUM CO	56585A102	X				5/29/2014	8/6/2015	4,446	3,882				0	564
85 MARATHON PETROLEUM CO	56585A102	X				5/29/2014	9/9/2015	10,728	9,923				0	805
86 MARATHON PETROLEUM CO	56585A102	X				10/27/2014	9/9/2015	2,330	2,073				0	257
87 MARATHON PETROLEUM CO	56585A102	X				10/27/2014	9/10/2015	9,331	8,465				0	866
88 MASTERCARD INC	573363104	X				12/11/2012	6/10/2015	11,149	5,792				0	5,357
89 MASTERCARD INC	573363104	X				12/11/2012	12/15/2015	2,266	1,110				0	1,156
90 MCKESSON CORPORATION	581550103	X				9/14/2009	12/15/2015	754	233				0	521
91 MCKESSON CORPORATION	581550103	X				12/22/2009	12/15/2015	189	63				0	126
92 MERCK AND CO INC SHS	58933Y105	X				9/24/2012	3/11/2015	7,583	6,099				0	1,484
93 MERCK AND CO INC SHS	58933Y105	X				6/29/2012	3/11/2015	506	374				0	132
94 MERCK AND CO INC SHS	58933Y105	X				1/4/2013	3/11/2015	11,852	9,187				0	2,665
95 MERCK AND CO INC SHS	58933Y105	X				2/26/2013	3/11/2015	955	721				0	234
96 MERCK AND CO INC SHS	58933Y105	X				12/3/2014	3/11/2015	730	788				0	-58
97 MERCK AND CO INC SHS	58933Y105	X				6/26/2012	4/8/2015	4,586	3,207				0	1,379
98 MERCK AND CO INC SHS	58933Y105	X				6/27/2012	4/8/2015	7,739	5,495				0	2,244
99 MERCK AND CO INC SHS	58933Y105	X				6/27/2012	4/8/2015	573	407				0	166
100 MERCK AND CO INC SHS	58933Y105	X				6/29/2012	4/8/2015	1,433	1,039				0	394
101 MERCK AND CO INC SHS	58933Y105	X				6/28/2012	4/8/2015	8,026	5,669				0	2,357
102 MERCK AND CO INC SHS	58933Y105	X				6/29/2012	4/9/2015	6,659	4,820				0	1,839
103 LAS VEGAS SANDS CORP	517634107	X				6/23/2014	6/10/2015	3,587	5,171				0	-1,574
104 LAS VEGAS SANDS CORP	517634107	X				6/24/2014	6/11/2015	2,703	3,948				0	-1,245
105 LAS VEGAS SANDS CORP	517634107	X				6/25/2014	6/11/2015	1,247	1,799				0	-552
106 LEAR CORP SHS	521863204	X				6/10/2015	12/15/2015	2,471	2,335				0	136
107 LENNAR CORP CL A	52805T104	X				9/9/2015	12/15/2015	1,186	1,260				0	-74
108 LOWE'S COMPANIES INC	548681107	X				4/29/2013	11/9/2015	2,010	1,073				0	937
109 LOWE'S COMPANIES INC	548681107	X				4/29/2013	11/10/2015	4,424	2,339				0	2,085
110 LOWE'S COMPANIES INC	548681107	X				4/29/2013	11/11/2015	7,323	3,872				0	3,451
111 MICROSOFT CORP	594918104	X				11/10/2009	12/15/2015	1,387	729				0	658
112 MICRON TECHNOLOGY INC	59512103	X				8/7/2014	12/15/2015	1,360	2,885				0	-1,525
113 MOLSON COOR BREW CO CL	60871R209	X				5/29/2014	8/5/2015	3,433	3,191				0	242
114 MOLSON COOR BREW CO CL	60871R209	X				5/29/2014	8/6/2015	4,498	4,037				0	461
115 MOLSON COOR BREW CO CL	60871R209	X				5/29/2014	12/15/2015	1,314	912				0	402
116 MOLSON COOR BREW CO CL	60871R209	X				5/30/2014	12/15/2015	282	196				0	86
117 NEWMONT MINING CORP	651838108	X				5/9/2014	12/15/2015	860	1,428				0	-568
118 ORACLE CORP \$0.01 DEL	68389X105	X				11/1/2012	11/16/2015	9,260	7,683				0	1,577
119 ORACLE CORP \$0.01 DEL	68389X105	X				11/1/2012	12/15/2015	883	724				0	159
120 PACKAGING CORP AMERICA	695156109	X				2/20/2013	4/8/2015	2,744	1,436				0	1,308
121 PACKAGING CORP AMERICA	695156109	X				2/20/2013	4/9/2015	3,291	1,675				0	1,616
122 PACKAGING CORP AMERICA	695156109	X				2/21/2013	4/9/2015	392	205				0	187
123 PARKER HANNIFIN CORP	701094104	X				2/21/2013	4/10/2015	2,203	1,147				0	1,056
124 PARKER HANNIFIN CORP	701094104	X				3/17/2014	6/11/2015	4,569	4,546				0	23
125 PARKER HANNIFIN CORP	701094104	X				3/14/2014	6/10/2015	7,798	7,605				0	194
126 PARKER HANNIFIN CORP	701094104	X				3/14/2014	6/11/2015	3,246	3,159				0	87
127 PARKER HANNIFIN CORP	701094104	X				3/17/2014	6/12/2015	6,547	6,579				0	-32
128 PETROLEO BRAS VTO SPQ AD	71654V408	X				2/18/2015	12/15/2015	411	944				0	-533
129 PFIZER INC	717081103	X				8/16/2012	8/5/2015	6,332	5,591				0	741
130 PFIZER INC	717081103	X				8/17/2012	8/5/2015	10,271	6,842				0	3,429
131 PFIZER INC	717081103	X				9/24/2012	8/5/2015	4,992	3,453				0	1,539
132 PFIZER INC	717081103	X				9/24/2012	8/5/2015	5,491	3,851				0	1,640
133 PHILIP MORRIS INTL INC	718172108	X				10/17/2011	4/16/2015	19,313	14,649				0	3,664
134 PHILIP MORRIS INTL INC	718172108	X				1/3/2012	4/16/2015	169	159				0	10
135 PHILIP MORRIS INTL INC	718172108	X				1/4/2012	4/16/2015	2,854	2,740				0	214
136 THE PRICELINE GROUP INC	741503403	X				4/16/2014	12/15/2015	2,652	2,368				0	284
137 QUALCOMM INC	747525103	X				6/17/2014	9/9/2015	12,530	18,148				0	-5,618
138 QUALCOMM INC	747525103	X				6/18/2014	9/9/2015	8,536	12,361				0	-3,825
139 QUALCOMM INC	747525103	X				9/23/2014	9/9/2015	14,937	20,980				0	-5,953
140 RAYTHEON CO DELAWARE	75511507	X				6/10/2015	12/15/2015	1,901	1,524				0	377
141 ROSS STORES INC COM	778296103	X				12/2/2009	1/29/2015	7,291	1,795				0	5,496
142 ROSS STORES INC COM	778296103	X				12/2/2009	1/30/2015	6,283	1,530				0	4,753
143 ROSS STORES INC COM	778296103	X				12/2/2009	12/15/2015	655	135				0	520
144 SCHLUMBERGER LTD	806857108	X				10/10/2013	12/15/2015	3,311	4,090				0	-779

Amount

Part I, Line 16c (990-PF) - Other Professional Fees

		21,532	12,919	0	8,613
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	UST-MLT FEES AS AGENT	21,532	12,919		8,613

Part I, Line 18 (990-PF) - Taxes

		4,059	269	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	269	269		
2	ESTIMATED EXCISE TAXES PAID	3,790			

Part I, Line 23 (990-PF) - Other Expenses

		23	23	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	23	23		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		1,541,787		1,556,883		0		2,009,660	
Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
1									
2	ACTIVISION BLIZZARD INC	0		22,425		25,703			
3	AETNA INC	0		29,280		45,302			
4	ALPHABET INC SHS CL C	0		15,528		37,944			
5	ALPHABET INC SHS CL A	0		21,226		54,461			
6	ALTRIA GROUP INC	0		47,903		54,543			
7	AMERICAN INTERNATIONAL	0		25,783		42,140			
8	AMGEN INC	0		17,557		38,959			
9	APPLE COMPUTER INC COM	0		50,000		57,577			
10	BP P L C SPONS ADR	0		37,289		28,509			
11	BROCADE COMMUNICATIONS	0		19,214		19,159			
12	CDW CORP	0		20,238		20,642			
13	CIGNA CORP COM	0		42,988		46,533			
14	CVS CORP	0		31,414		57,880			
15	CARNIVAL CORP	0		32,616		38,953			
16	CENTENE CORP DEL	0		21,679		18,624			
17	CISCO SYS INC	0		36,661		40,162			
18	CITIGROUP INC COM NEW	0		33,365		56,252			
19	COGNIZANT TECHNOLOGY SOLUTIONS	0		31,367		29,650			
20	COMCAST CORP NEW CL A	0		39,841		61,565			
21	DOW CHEMICAL COMPANY COMMON	0		23,238		28,880			
22	DR PEPPER SNAPPLE GROUP	0		17,898		26,189			
23	EXXON MOBIL CORP	0		18,101		17,227			
24	FACEBOOK INC	0		24,346		36,736			
25	FEDEX CORPORATION	0		31,990		25,924			
26	GILEAD SCIENCES INC	0		30,905		29,952			
27	GOLDMAN SACHS GROUP INC	0		23,791		32,441			
28	HOME DEPOT INC USD 0 05	0		24,493		36,104			
29	HUMANA INC COM	0		24,905		23,920			
30	INTEL CORPORATION	0		19,603		20,360			
31	J P MORGAN CHASE & CO	0		40,521		67,549			
32	LABORATORY CORP AMER HLDGS	0		22,084		25,223			
33	LEAR CORP SHS	0		25,230		27,145			
34	LENNAR CORP	0		20,429		19,711			
35	LOWES COMPANIES INC COM	0		29,416		55,965			
36	MASTERCARD INC	0		22,451		44,980			
37	MCKESSON CORPORATION	0		12,892		37,276			
38	MICROSOFT CORP COM	0		26,129		39,169			
39	MICRON TECHNOLOGY	0		42,901		19,413			
40	MOLSON COOR BREW CO CL B	0		21,225		30,242			
41	ORACLE CORPORATION	0		19,581		19,909			
42	PACKAGING CORP AMER	0		11,875		17,969			
43	PRICELINE COM INC	0		30,401		31,874			
44	PUBLIC SERVICE ENTERPRISE GROUP IN	0		25,832		23,910			
45	RAYTHEON CO	0		31,668		38,853			
46	ROSS STORES INC	0		6,536		26,044			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
47	SCHLUMBERGER LIMITED COM	0		48,870		39,269
48	SOUTHWEST AIRLINES CO	0		27,812		34,836
49	SUNCOR ENERGY INC NEW	0		32,051		24,381
50	SUNTRUST BANKS INC	0		16,081		24,333
51	TEVA PHARMACEUTICAL INDS ADR	0		39,771		46,473
52	3M CO	0		20,009		32,689
53	TRAVELERS COS INC	0		12,744		29,231
54	US BANCORP DEL	0		35,486		45,316
55	UNITED CONTL HLDGS INC	0		15,678		29,624
56	UNITED HEALTH GROUP INC	0		23,837		30,469
57	UNIVERSAL HEALTH SVCS INC CL B	0		23,665		30,589
58	VALERO ENERGY CORP NEW	0		17,701		37,759
59	VIACOM INC NEW CL B	0		11,197		8,973
60	WESTERN DIGITAL CORP	0		27,166		18,195

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Short Term CG Distributions										Amount	
	Description of Property Sold	CUSIP #	Acquisition Method	Date	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	6	637,387	275,262	0	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses						
1	ALCOA INC	013817101		10/21/2011	12/15/2015	146			0	192	-46	0	0	0	-46						
2	ALPHABET INC SHS CLC	02079K107		6/27/2012	12/15/2015	751			0	285	466	0	0	0	466						
3	ALPHABET INC SHS CLA	02079K305		6/25/2012	12/15/2015	1,530			0	562	968	0	0	0	968						
4	ALTRIA GROUP INC	02209S103		8/10/2015	12/15/2015	1,728			0	1,489	239	0	0	0	239						
5	AMERICAN INTERNATIONAL	026874784		9/17/2012	12/15/2015	2,513			0	1,464	1,049	0	0	0	1,049						
6	AMGEN INC COM PV \$0.0001	031182100		10/18/2010	12/15/2015	3,267			0	1,144	2,123	0	0	0	2,123						
7	APPLE INC	037833100		6/28/2012	12/15/2015	2,481			0	1,796	665	0	0	0	665						
8	ACTIVISION BLIZZARD INC	050507V109		10/20/2015	12/15/2015	1,556			0	1,350	206	0	0	0	206						
9	AETNA INC NEW	08117Y108		9/18/2013	12/15/2015	1,929			0	1,203	726	0	0	0	726						
10	ASTRAZENECA PLC SPND A	046353108		10/27/2014	10/20/2015	5,456			0	6,200	-744	0	0	0	-744						
11	ASTRAZENECA PLC SPND A	046353108		10/28/2014	10/21/2015	31			0	36	-5	0	0	0	-5						
12	ASTRAZENECA PLC SPND A	046353108		10/27/2014	10/21/2015	5,353			0	6,200	-847	0	0	0	-847						
13	ASTRAZENECA PLC SPND A	046353108		10/28/2014	10/22/2015	5,449			0	6,293	-844	0	0	0	-844						
14	ASTRAZENECA PLC SPND A	046353108		10/28/2014	10/23/2015	1,587			0	1,824	-227	0	0	0	-227						
15	COMCAST CORP NEW CLA	20030N101		9/24/2012	12/15/2015	3,319			0	2,083	1,236	0	0	0	1,236						
16	DELTA AIR LINES INC	247361702		3/14/2014	1/15/2015	15,769			0	11,936	3,833	0	0	0	3,833						
17	DELTA AIR LINES INC	247361702		3/14/2014	1/16/2015	9,557			0	7,258	2,299	0	0	0	2,299						
18	DISNEY (WALT) CO COM STK	254687106		12/11/2012	8/7/2015	541			0	249	292	0	0	0	292						
19	DISNEY (WALT) CO COM STK	254687106		12/12/2012	8/7/2015	6,172			0	2,843	3,329	0	0	0	3,329						
20	DISNEY (WALT) CO COM STK	254687106		12/12/2012	9/9/2015	10,493			0	5,087	5,406	0	0	0	5,406						
21	DISNEY (WALT) CO COM STK	254687106		12/13/2012	9/9/2015	10,699			0	5,135	5,564	0	0	0	5,564						
22	DISCOVER FINL SVCS	254709108		5/23/2011	7/9/2015	6,160			0	2,660	3,500	0	0	0	3,500						
23	DISCOVER FINL SVCS	254709108		5/23/2011	7/10/2015	4,992			0	2,142	2,850	0	0	0	2,850						
24	DISCOVER FINL SVCS	254709108		5/23/2011	10/20/2015	6,935			0	3,127	3,808	0	0	0	3,808						
25	DISCOVER FINL SVCS	254709108		5/24/2011	10/20/2015	2,512			0	1,103	1,409	0	0	0	1,409						
26	DISCOVER FINL SVCS	254709108		5/24/2011	10/21/2015	9,760			0	8,289	1,471	0	0	0	1,471						
27	DISCOVER FINL SVCS	254709108		5/24/2011	10/21/2015	3,108			0	1,367	1,741	0	0	0	1,741						
28	DOVER CORP	260003108		6/27/2012	10/21/2015	763			0	473	290	0	0	0	290						
29	DOVER CORP	260003108		9/14/2009	1/29/2015	7,819			0	3,630	4,189	0	0	0	4,189						
30	BP PLC SPON ADR	055622104		1/8/2014	12/15/2015	2,121			0	3,365	-1,244	0	0	0	-1,244						
31	BROCADE COMMUNICATION	111621306		5/29/2014	12/15/2015	1,409			0	1,466	-57	0	0	0	-57						
32	CDM CORP	12514G108		9/9/2015	12/15/2015	1,437			0	1,344	93	0	0	0	93						
33	CIGNA CORP	125509109		4/8/2015	12/15/2015	1,826			0	1,706	120	0	0	0	120						
34	CVS HEALTH CORP	126650100		7/10/2012	9/9/2015	10,910			0	5,111	5,799	0	0	0	5,799						
35	CVS HEALTH CORP	126650100		7/10/2012	12/15/2015	1,119			0	568	551	0	0	0	551						
36	CARNIVAL CORP PAIRED SH	143558500		2/27/2015	12/15/2015	1,665			0	1,415	250	0	0	0	250						
37	CENTENE CORP	151358101		6/10/2015	12/15/2015	875			0	1,108	-233	0	0	0	-233						
38	CISCO SYSTEMS INC COM	172758102		8/8/2013	12/15/2015	1,835			0	1,792	43	0	0	0	43						
39	CITIGROUP INC COM NEW	172967424		8/12/2012	12/15/2015	3,512			0	1,838	1,674	0	0	0	1,674						
40	COGNIZANT TECH SOLUTIONS	192448102		4/8/2015	12/15/2015	1,767			0	1,820	-53	0	0	0	-53						
41	DOVER CORP	260003108		6/27/2012	1/30/2015	623			0	390	233	0	0	0	233						
42	DOVER CORP	260003108		9/14/2009	1/30/2015	8,582			0	3,949	4,633	0	0	0	4,633						
43	DOVER CORP	260003108		12/2/2009	1/30/2015	830			0	419	411	0	0	0	411						
44	DOW CHEMICAL CO	260543103		10/21/2013	12/15/2015	983			0	787	178	0	0	0	178						
45	DR PEPPER SNAPPLE GROU	26138E109		7/12/2010	1/29/2015	6,110			0	3,016	3,094	0	0	0	3,094						
46	DR PEPPER SNAPPLE GROU	26138E109		7/13/2010	1/30/2015	8,107			0	4,089	4,018	0	0	0	4,018						
47	DR PEPPER SNAPPLE GROU	26138E109		7/12/2010	1/30/2015	3,274			0	1,624	1,650	0	0	0	1,650						
48	DR PEPPER SNAPPLE GROU	26138E109		7/19/2010	1/30/2015	78			0	39	39	0	0	0	39						
49	DR PEPPER SNAPPLE GROU	26138E109		7/19/2010	2/2/2015	4,178			0	2,100	2,078	0	0	0	2,078						
50	DR PEPPER SNAPPLE GROU	26138E109		7/19/2010	8/5/2015	2,069			0	972	1,097	0	0	0	1,097						
51	DR PEPPER SNAPPLE GROU	26138E109		7/19/2010	8/6/2015	1,990			0	933	1,057	0	0	0	1,057						
52	DR PEPPER SNAPPLE GROU	26138E109		7/20/2010	8/6/2015	3,151			0	1,498	1,653	0	0	0	1,653						
53	DR PEPPER SNAPPLE GROU	26138E109		7/20/2010	8/7/2015	82			0	39	43	0	0	0	43						
54	DR PEPPER SNAPPLE GROU	26138E109		9/15/2014	8/7/2015	3,770			0	2,875	895	0	0	0	895						
55	DR PEPPER SNAPPLE GROU	26138E109		9/15/2014	12/15/2015	1,120			0	750	370	0	0	0	370						
56	E M C CORPORATION MASS	268648102		11/1/2012	8/5/2015	8,581			0	6,238	343	0	0	0	343						
57	E M C CORPORATION MASS	268648102		11/2/2012	8/6/2015	2,913			0	2,691	222	0	0	0	222						
58	E M C CORPORATION MASS	268648102		8/8/2013	8/6/2015	8,169			0	8,143	26	0	0	0	26						
59	E M C CORPORATION MASS	268648102		2/26/2014	8/6/2015	4,411			0	4,279	132	0	0	0	132						
60	E M C CORPORATION MASS	268648102		11/1/2012	8/6/2015	1,307			0	1,209	98	0	0	0	98						
61	EXXON MOBIL CORP COM	30231G102		12/2/2009	12/15/2015	1,428			0	1,372	56	0	0	0	56						
62	FACEBOOK INC	30303M102		5/29/2014	12/15/2015	1,791			0	1,091	700	0	0	0	700						
63	FEDEX CORP DELAWARE C	31428M106		6/10/2015	12/15/2015	1,015			0	1,280	-265	0	0	0	-265						
64	GENERAL ELECTRIC	369504103		11/4/2013	8/10/2015	18,904			0	18,221	683	0	0	0	683						
65	GILEAD SCIENCES INC COM	375558103		10/20/2015	12/15/2015	2,051			6	2,057	0	0	0	0	0						
66	GOLDMAN SACHS GROUP IN	38141G104		9/25/2012	12/15/2015	1,822			0	1,161	661	0	0	0	661						
67	HALLIBURTON COMPANY	406218107		8/8/2013	4/8/2015	22,217			0	23,091	-874	0	0	0	-874						
68	HESS CORP	42809H107		5/29/2014	6/10/2015	7,763			0	10,699	-2,936	0	0	0	-2,936						
69	HESS CORP	42809H107		5/29/2014	6/11/2015	2,778			0	3,627	-849	0	0	0	-849						

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount		Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
				0	0												
70	HESS CORP		428038H107				5/30/2014	6/11/2015	5,001			6,585	-1,584	0	0	0	275,262
71	HOME DEPOT INC		437078102				9/9/2014	12/15/2015	1,319			898	421	0	0	0	-1,564
72	HUMANA INC		444859102				8/5/2015	12/15/2015	883			928	-45	0	0	0	-45
73	INTEL CORP		458140100				10/27/2014	12/15/2015	668			631	37	0	0	0	37
74	JP MORGAN CHASE & CO		46625H100				6/7/2012	12/15/2015	265			133	132	0	0	0	132
76	JP MORGAN CHASE & CO		46625H100				6/8/2012	12/15/2015	4,049			2,033	2,016	0	0	0	2,016
78	LABORATORY CP AMER HLD		50540R408				12/23/2014	12/15/2015	1,345			1,181	164	0	0	0	164
77	LAS VEGAS SANDS CORP		517834107				6/18/2014	6/10/2015	3,336			4,738	-1,402	0	0	0	-1,402
78	LAS VEGAS SANDS CORP		517834107				6/19/2014	6/10/2015	3,388			4,876	-1,488	0	0	0	-1,488
79	GOOGLE INC SHS CL C		38259P708				5/5/2015	5/5/2015	78			0	78	0	0	0	78
80	LAS VEGAS SANDS CORP		517834107				6/20/2014	6/10/2015	3,388			4,876	-1,488	0	0	0	-1,488
81	LOWE'S COMPANIES INC		548661107				4/29/2013	12/15/2015	530			288	262	0	0	0	262
82	LOWE'S COMPANIES INC		548661107				4/30/2013	12/15/2015	2,043			1,041	1,002	0	0	0	1,002
83	MARATHON PETROLEUM CO		56585A102				5/29/2014	8/5/2015	6,604			5,702	902	0	0	0	902
84	MARATHON PETROLEUM CO		56585A102				5/29/2014	8/6/2015	4,446			3,862	584	0	0	0	584
86	MARATHON PETROLEUM CO		56585A102				5/29/2014	9/9/2015	10,728			9,923	805	0	0	0	805
88	MARATHON PETROLEUM CO		56585A102				10/27/2014	9/9/2015	2,330			2,073	257	0	0	0	257
87	MARATHON PETROLEUM CO		56585A102				10/27/2014	9/10/2015	9,331			8,465	866	0	0	0	866
89	MASTERCARD INC		57636Q104				12/11/2012	6/10/2015	11,149			5,792	5,357	0	0	0	5,357
90	MASTERCARD INC		57636Q104				12/11/2012	12/15/2015	2,266			1,110	1,156	0	0	0	1,156
91	MCKESSON CORPORATION		58155Q103				9/14/2009	12/15/2015	764			233	521	0	0	0	521
92	MERCK AND CO INC SHS		58933Y105				12/2/2009	12/15/2015	189			63	126	0	0	0	126
93	MERCK AND CO INC SHS		58933Y105				9/24/2012	3/11/2015	7,983			6,099	1,484	0	0	0	1,484
94	MERCK AND CO INC SHS		58933Y105				6/29/2012	3/11/2015	508			374	132	0	0	0	132
95	MERCK AND CO INC SHS		58933Y105				1/14/2013	3/11/2015	11,852			9,167	2,685	0	0	0	2,685
96	MERCK AND CO INC SHS		58933Y105				2/28/2013	3/11/2015	955			721	234	0	0	0	234
97	MERCK AND CO INC SHS		58933Y105				12/3/2014	3/11/2015	730			788	-58	0	0	0	-58
98	MERCK AND CO INC SHS		58933Y105				6/26/2012	4/8/2015	4,588			3,207	1,379	0	0	0	1,379
99	MERCK AND CO INC SHS		58933Y105				6/27/2012	4/8/2015	7,739			5,495	2,244	0	0	0	2,244
100	MERCK AND CO INC SHS		58933Y105				6/27/2012	4/8/2015	573			407	166	0	0	0	166
101	MERCK AND CO INC SHS		58933Y105				6/29/2012	4/8/2015	1,433			1,039	394	0	0	0	394
102	MERCK AND CO INC SHS		58933Y105				6/28/2012	4/8/2015	8,026			5,669	2,357	0	0	0	2,357
103	MERCK AND CO INC SHS		58933Y105				6/29/2012	4/9/2015	8,659			4,820	1,839	0	0	0	1,839
104	LAS VEGAS SANDS CORP		517834107				6/23/2014	6/10/2015	3,597			5,171	-1,574	0	0	0	-1,574
105	LAS VEGAS SANDS CORP		517834107				6/25/2014	6/11/2015	2,703			3,948	-1,245	0	0	0	-1,245
106	LEARN CORP SHS		521865204				6/10/2015	12/15/2015	2,471			1,799	552	0	0	0	552
107	LEARN CORP	CL A	526057104				9/9/2015	12/15/2015	1,186			2,335	-136	0	0	0	-136
108	LOWE'S COMPANIES INC		548661107				4/29/2013	11/6/2015	2,010			1,073	937	0	0	0	937
109	LOWE'S COMPANIES INC		548661107				4/29/2013	11/10/2015	4,424			2,339	2,085	0	0	0	2,085
110	LOWE'S COMPANIES INC		548661107				4/29/2013	11/11/2015	7,323			3,872	3,451	0	0	0	3,451
111	MICROSOFT CORP		594918104				11/10/2009	12/15/2015	1,387			729	658	0	0	0	658
112	MICRON TECHNOLOGY INC		595112103				8/7/2014	12/15/2015	1,360			2,865	-1,525	0	0	0	-1,525
113	MOLSON COOR BREW CO C		60871R209				5/29/2014	8/5/2015	3,433			3,181	242	0	0	0	242
114	MOLSON COOR BREW CO C		60871R209				5/29/2014	8/6/2015	4,498			4,037	461	0	0	0	461
115	MOLSON COOR BREW CO C		60871R209				5/29/2014	12/15/2015	1,314			912	402	0	0	0	402
116	MOLSON COOR BREW CO C		60871R209				5/30/2014	12/15/2015	282			196	86	0	0	0	86
117	NEWMONT MINING CORP		651639106				5/9/2014	12/15/2015	860			1,428	-568	0	0	0	-568
118	ORACLE CORP \$0.01 DEL		68389X105				11/1/2012	11/16/2015	9,260			7,683	1,577	0	0	0	1,577
119	ORACLE CORP \$0.01 DEL		68389X105				11/1/2012	12/15/2015	883			724	159	0	0	0	159
120	PACKAGING CORP AMERICA		695158109				2/20/2013	4/8/2015	2,744			1,436	1,308	0	0	0	1,308
121	PACKAGING CORP AMERICA		695158109				2/20/2013	4/9/2015	3,291			1,675	1,616	0	0	0	1,616
122	PACKAGING CORP AMERICA		695158109				2/21/2013	4/9/2015	392			205	187	0	0	0	187
123	PACKAGING CORP AMERICA		695158109				2/21/2013	4/10/2015	2,203			1,147	1,056	0	0	0	1,056
124	PARKER HANNIFIN CORP		701094104				3/17/2014	6/11/2015	4,569			4,546	23	0	0	0	23
125	PARKER HANNIFIN CORP		701094104				3/14/2014	6/10/2015	7,798			7,605	194	0	0	0	194
126	PARKER HANNIFIN CORP		701094104				3/14/2014	6/11/2015	3,246			3,159	87	0	0	0	87
127	PARKER HANNIFIN CORP		701094104				3/17/2014	6/12/2015	6,547			6,579	-32	0	0	0	-32
128	PETROLEO BRAS VITG SPD AD		71854V408				2/18/2012	12/15/2015	411			944	-533	0	0	0	-533
129	PRIZER INC		717081103				8/16/2012	8/5/2015	8,332			5,591	2,741	0	0	0	2,741
130	PRIZER INC		717081103				8/17/2012	8/5/2015	10,271			6,842	3,429	0	0	0	3,429
131	PRIZER INC		717081103				9/24/2012	8/5/2015	4,992			3,453	1,539	0	0	0	1,539
132	PRIZER INC		717081103				9/24/2012	8/6/2015	5,491			3,851	1,640	0	0	0	1,640
133	PHILIP MORRIS INTL INC		718172109				10/17/2011	4/16/2015	18,313			14,649	3,664	0	0	0	3,664
134	PHILIP MORRIS INTL INC		718172109				1/3/2012	4/16/2015	169			159	10	0	0	0	10
135	PHILIP MORRIS INTL INC		718172109				1/4/2012	4/16/2015	2,954			2,740	214	0	0	0	214
136	THE PRICELINE GROUP INC		741503403				4/16/2014	12/15/2015	2,652			2,368	284	0	0	0	284
137	QUALCOMM INC		747525103				6/17/2014	9/9/2015	12,530			18,148	-5,618	0	0	0	-5,618
138	QUALCOMM INC		747525103				6/18/2014	9/9/2015	8,536			12,361	-3,825	0	0	0	-3,825

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	MARC FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		PRESIDENT	0.50	0		
2	TWILIGHT FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		VICE PRESIDENT	0.50	0		
3	MONICA FREEDMAN SNIDEMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50	0		
4	JENNIFER LYNN HOLSOMACK		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50	0		
5	GARY ANDERSON		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50	0		
6	BRIAN ANDERSON		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50	0		
7	WENDY FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	5/15/2015	2	948
3 Second quarter estimated tax payment	6/15/2015	3	948
4 Third quarter estimated tax payment	7/15/2015	4	948
5 Fourth quarter estimated tax payment	12/15/2015	5	946
6 Other payments		6	
7 Total		7	3,790