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

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

OMB No 1545-0052

2015

Open to Public Inspection

- ▶ 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

7/1/2015

, and ending

6/30/2016

Name of foundation

KENNETH S BATTYE CHARITABLE TRUST

Number and street (or P.O. box number if mail is not delivered to street address)

2330 W JOPPA ROAD

Room/suite

107-A

City or town

LUTHERVILLE

State

MD

ZIP code

21093

Foreign country name

Foreign province/state/country

Foreign postal code

A Employer identification number

52-1748587

B Telephone number (see instructions)

(410) 878-7002

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c),

line 16) ▶ \$ 46,163,603

J Accounting method. ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,130,452	1,130,452		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	276,791			
b Gross sales price for all assets on line 6a 14,127,581				
7 Capital gain net income (from Part IV, line 2)		276,791		
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)	72,707	72,126		
12 Total. Add lines 1 through 11	1,479,950	1,479,369	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	176,000	43,100		132,900
14 Other employee salaries and wages				
15 Pension plans, employee benefits	13,515	3,309		10,206
16a Legal fees (attach schedule)	4,875			
b Accounting fees (attach schedule)	34,820	13,928		20,892
c Other professional fees (attach schedule)	273,128	257,378		15,750
17 Interest	11,612	11,612		
18 Taxes (attach schedule) (see instructions)	16,446	5,943		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings, UT	5,633			5,633
22 Printing and publications				
23 Other expenses (attach schedule)	120,071	88,950		31,121
24 Total operating and administrative expenses. Add lines 13 through 23	656,100	424,220	0	216,502
25 Contributions, gifts, grants paid	1,804,925			1,804,925
26 Total expenses and disbursements. Add lines 24 and 25	2,461,025	424,220	0	2,021,427
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-981,075			
b Net investment income (if negative, enter -0-)		1,055,149		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2015)

9-3914

SCANNED NOV 15 2016

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		2,492,481	1,759,434	1,759,434
	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)		34,362,340	33,423,507	34,039,809
	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)		9,249,626	9,962,489	10,364,360	
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)		46,104,447	45,145,430	46,163,603	
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 PAYROLL TAX PAYABLE)		4,250	26,308	
	23	Total liabilities (add lines 17 through 22)		4,250	26,308	
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		46,100,197	45,119,122	
	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)		46,100,197	45,119,122		
31	Total liabilities and net assets/fund balances (see instructions)		46,104,447	45,145,430		

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	46,100,197
2	Enter amount from Part I, line 27a	2	-981,075
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	45,119,122
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	45,119,122

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 SECURITIES (SEE ATTACHED)			
b LITIGATION PROCEEDS			
c PASSTHROUGH FROM K1			
d CAPITAL GAINS DISTRIBUTION			
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 13,731,027		13,850,790	-119,763
b 157			157
c 396,059			396,059
d 338			338
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-119,763
b			157
c			396,059
d			338
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	276,791
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.

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	2,901,748	55,323,943	0.052450
2013	2,274,106	54,812,979	0.041488
2012	1,851,967	48,118,058	0.038488
2011	1,456,892	44,878,949	0.032463
2010	684,298	12,355,201	0.055385

2 Total of line 1, column (d)	2	0.220274
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	0.044055
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	45,494,819
5 Multiply line 4 by line 3	5	2,004,274
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,551
7 Add lines 5 and 6	7	2,014,825
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	2,021,427

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	10,551	
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	10,551	
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	10,551	
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	22,273	
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	22,273	
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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,722	
11	Enter the amount of line 10 to be Credited to 2016 estimated tax 11,722 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) MD		
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

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 ▶ ORACLE CAPITAL STRATEGIES, LLC Telephone no ▶ (410) 878-7002 Located at ▶ 2330 W JOPPA ROAD, SUITE 107-A LUTHERVILLE MD ZIP+4 ▶ 21093			
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	X
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	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 ▶ 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

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).
- 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
AUDREY B DROSSNER P.O. BOX 36 RIDERWOOD, MD 21139	TRUSTEE 20 00	98,000		
CHARLOTTE FLOYD P.O. BOX 36 RIDERWOOD, MD 21139	TRUSTEE 20 00	78,000		
RAYMOND A MASON P.O. BOX 36 RIDERWOOD, MD 21139	TRUSTEE	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 ☐

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
ROCHDALE INVESTMENT MANAGEMENT 570 LEXINGTON AVENUE, NEW YORK, NY 10022	INVESTMENT MANAGEMENT	119,219
MORGAN STANLEY SMITH BARNEY 2330 W. JOPPA ROAD, SUITE 255, LUTHERVILLE, MD 21093	INVESTMENT MANAGEMENT	122,468

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	44,062,428
b	Average of monthly cash balances	1b	2,125,206
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	46,187,634
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	46,187,634
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	692,815
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,494,819
6	Minimum investment return. Enter 5% of line 5	6	2,274,741

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	2,274,741
2a	Tax on investment income for 2015 from Part VI, line 5	2a	10,551
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,551
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,264,190
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,264,190
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	2,264,190

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	2,021,427
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	2,021,427
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	10,551
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,010,876

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				2,264,190
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			1,462,650	
b Total for prior years 20 11 , 20 12 , 20 13		1,638,455		
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 2,021,427				
a Applied to 2014, but not more than line 2a			1,462,650	
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				558,777
e Remaining amount distributed out of corpus				
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		1,638,455		
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		1,638,455		
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				1,705,413
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)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Alzheimer's Association 1850 York Road, Suite D Timonium, MD 21093	NONE	PC	To further the exempt purpose of the organization	35,000
Association of Baltimore Area Grantmakers 2 East Read Street, 2nd Floor Baltimore, MD 21202	NONE	PC	To further the exempt purpose of the organization	6,000
Baltimore Child Abuse Center 2300 North Charles Street Baltimore, MD 21218	NONE	PC	To further the exempt purpose of the organization	55,000
Baltimore Choral Arts Society 1316 Park Avenue Baltimore, MD 21217-4103	NONE	PC	To further the exempt purpose of the organization	5,000
Baltimore Community Foundation 2 East Read Street Baltimore, MD 21202	NONE	PC	To further the exempt purpose of the organization	2,200
Baltimore Lab School 2220 St Paul Street Baltimore, MD 21218	NONE	PC	To further the exempt purpose of the organization	50,000
Caroline Center 900 Somerset Street Baltimore, MD 21202	NONE	PC	To further the exempt purpose of the organization	80,000
Central Scholarship Bureau 6 Park Center Court, Suite 211 Owings Mills, MD 21117	NONE	PC	To further the exempt purpose of the organization	100,000
Charity Watch PO Box 578460 Chicago, IL 60657	NONE	PC	To further the exempt purpose of the organization	60
Christopher Place Employment Academy 320 Cathedral Street Baltimore, MD 21201	NONE	PC	To further the exempt purpose of the organization	30,000
Church of the Messiah 5801 Harford Road Baltimore, MD 21214	NONE	PC	To further the exempt purpose of the organization	7,500
Total See Attached Statement				3a 1,804,925
b Approved for future payment				
Total				3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	1,130,452	
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	276,791	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a TAX-EXEMPT INCOME			14	581	
b	INCOME FROM K-1			14	72,126	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		1,479,950	0
13	Total. Add line 12, columns (b), (d), and (e)				13	1,479,950

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Recipient(s) paid during the year

Name

Dyslexia Tutoring Program

Street

711 W. 40th Street

City

Baltimore

State

MD

Zip Code

21211

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

30,000

Name

Exponent Philanthropy

Street

1720 N Street NW

City

Washington

State

DC

Zip Code

20036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

1,500

Name

Fair Girls

Street

2100 M Street NW, STE 170-254

City

Washington

State

DC

Zip Code

20037

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

50,000

Name

Fishes and Loaves Food Pantry

Street

2422 W Patapsco Avenue

City

Baltimore

State

MD

Zip Code

21230

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

15,000

Name

Franciscan Center

Street

101 West 23rd Street

City

Baltimore

State

MD

Zip Code

21218

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

50,000

Name

Future Harvest

Street

1114 Shawan Road, Suite 1

City

Cockeysville

State

MD

Zip Code

21030

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

25,000

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

Recipient(s) paid during the year

Name

GEDCO

Street

1010 East 33rd Street

City

Baltimore

State

MD

Zip Code

21218

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

25,000

Name

Habitat for Humanity

Street

3741 Commerce Drive, Suite 309

City

Baltimore

State

MD

Zip Code

21227

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

146,000

Name

Healthcare for the Homeless

Street

421 Fallsway

City

Baltimore

State

MD

Zip Code

21202

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

75,000

Name

Helping Up Mission

Street

1029 East Baltimore Street

City

Baltimore

State

MD

Zip Code

21202

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

40,000

Name

HopeWell Cancer Support

Street

PO Box 755

City

Brooklandville

State

MD

Zip Code

21022

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

20,000

Name

Itineris Inc

Street

2201 Old Court Road

City

Baltimore

State

MD

Zip Code

21208

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

15,000

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

Recipient(s) paid during the year

Name

Lyric Opera Baltimore

Street

110 W. Mount Royal Ave

City

Baltimore

State

MD

Zip Code

21201

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

50,000

Name

Manna House Inc

Street

435 East 25th Street

City

Baltimore

State

MD

Zip Code

21218

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

50,000

Name

Maryland Food Bank

Street

2200 Halethorpe Farms Road

City

Baltimore

State

MD

Zip Code

21227

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

25,000

Name

Medstar Good Samaritan Hospital

Street

5601 Loch Raven Blvd.

City

Baltimore

State

MD

Zip Code

21239

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

20,000

Name

Mosaic Community Services

Street

1925 Greenspring Drive

City

Timonium

State

MD

Zip Code

21093

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

50,000

Name

Nick's Place

Street

4604 W. Caroline Avenue

City

Beltsville

State

MD

Zip Code

20705

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

25,000

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

Recipient(s) paid during the year

Name

Orch Kids

Street

1212 Cathedral Street

City

Baltimore

State

MD

Zip Code

21201

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

25,000

Name

Our Daily Bread

Street

725 Fallsway

City

Baltimore

State

MD

Zip Code

21202

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

100,000

Name

Paul's Place

Street

1118 Ward Street

City

Baltimore

State

MD

Zip Code

21230

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

50,000

Name

Salvation Army

Street

814 Light Street

City

Baltimore

State

MD

Zip Code

21230

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

50,000

Name

Samaritan Community

Street

1407 Bolton Street

City

Baltimore

State

MD

Zip Code

21217

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

17,000

Name

Sozo Children

Street

PO Box 382586

City

Birmingham

State

AL

Zip Code

35238

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

To further the exempt purpose of the organization

Amount

7,500

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

Recipient(s) paid during the year

Name

St. Vincent de Paul of Baltimore

Street

2305 N Charles, Suite 300

City Baltimore	State MD	Zip Code 21139	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution To further the exempt purpose of the organization	Amount 200,000
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Name

The Seed School

Street

200 Font Hill Avenue

City Baltimore	State MD	Zip Code 21223	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution To further the exempt purpose of the organization	Amount 62,165
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Name

THREAD

Street

PO Box 1584

City Baltimore	State MD	Zip Code 21203	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution To further the exempt purpose of the organization	Amount 150,000
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Name

Welcome One Emergency Shelter

Street

1221-C Brass Mill Road

City Belcamp	State MD	Zip Code 21017	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution To further the exempt purpose of the organization	Amount 25,000
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Name

YES Drop-In Center

Street

2315 North Charles Street, 1st Floor

City Baltimore	State MD	Zip Code 21212	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution To further the exempt purpose of the organization	Amount 35,000
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Name**Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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KENNETH S. BATTYE CHARITABLE TRUST
EIN 52-1748587
2015 FORM 990-PF, PART II, BALANCE SHEET

DESCRIPTION	COST	MARKET VALUE AS OF 6/30/16
CASH	1,759,433.89	1,759,433.89
MORGAN STANLEY SMITH BARNEY	Acct	
A O SMITH CORP	358 23,883.95	112,780.80
ABM INDUSTRIES INC	358 83,662.25	104,332.80
AIR LEASE CORP CL A	358 90,834.44	84,624.80
ALERE INC COM	358 53,619.00	64,604.00
ALLETE INC (NEW)	358 58,838.31	84,019.00
BANCORPSOUTH INC	358 58,780.50	72,154.20
BLACK HILLS CORP	358 97,523.35	103,385.60
BLOOMIN'BRANDS INC COM	358 72,378.79	56,826.60
BOK FINANCIAL CORP	358 90,115.75	115,368.00
CARETRUST REIT INC	358 77,339.91	79,786.20
CHEMTURA CORP	358 73,683.83	100,507.80
COMMERCIAL METALS CO	358 52,541.64	53,404.00
CST BRANDS INC COM	358 82,895.22	114,162.00
DENNYS CORP	358 34,172.56	98,608.70
DIEBOLD INC	358 108,136.92	86,160.10
ENPRO INDS INC	358 53,363.05	62,146.00
ESCO TECHNOLOGIES	358 73,648.75	83,474.60
FLOWERS FOODS INC	358 50,695.70	83,025.00
FORESTAR GROUP INC	358 61,847.21	40,782.70
GAMING & LEISURE PPTYS INC COM	358 81,156.83	78,614.40
GENERAC HLDGS INC COM	358 68,357.13	63,277.60
GENESEE & WYOMING INC A	358 35,592.15	38,907.00
HANOVER INSURANCE GROUP INC	358 25,207.17	51,618.20
HILLTOP HOLDINGS INC	358 122,979.62	130,767.70
HOUGHTON MIFFLIN HARCOURT CO	358 72,823.81	55,642.80
IBERIABANK CORP	358 61,362.22	71,676.00
ITT INC	358 54,491.47	82,508.40
JOHN BEAN TECHNOLOGIES CORP	358 25,201.22	100,400.80
KAISER ALUMINUM CORP	358 57,054.75	114,820.70
KAPSTONE PAPER AND PACKAGING	358 84,442.47	39,420.30
KEARNY FINL CORP MD COM	358 102,274.43	105,797.80
KENNEDY-WILSON HLDGS INC COM	358 145,033.14	133,099.20
KENNEDY-WILSON HLDGS INC COM	358 14,276.20	14,276.20
KNOWLES COPORATION	358 73,172.83	63,748.80
MEDIA GEN INC NEW	358 82,888.23	86,293.80
MITEL NETWORKS CORP	358 121,975.54	89,443.80
NEXSTAR BROADCASTING GRP CL A	358 104,037.19	100,869.60
NORTHWESTERN CORPORATION	358 54,248.91	97,758.50
OUTFRONT MEDIA INC	358 51,629.51	52,448.90
PARSLEY ENERGY INC CL A	358 85,090.83	118,522.80
PENSKE AUTOMOTIVE GROUP INC	358 53,936.90	68,582.80
PROVIDENT FIN SVC INC	358 86,240.69	92,700.80
REGAL-BELOIT CORP	358 53,758.16	42,939.00
RITCHIE BROTHERS AUCTIONEERS	358 74,435.93	115,189.80

RYMAN HOSPITALITY PPTYS INC	358	86,382.46	98,767.50
SABRA HEALTH CARE REIT INC	358	78,544.91	76,143.15
SENSIENT TECH CORP	358	89,606.80	113,664.00
SOUTH JERSEY IND INC	358	101,965.03	115,413.00
SYNERGY RES CORP COM	358	75,100.16	49,617.00
SYNOVUS FINANCIAL CORP	358	71,214.32	82,621.50
TIME INC	358	82,323.39	60,243.60
TRI POINTE HOMES INC	358	92,845.23	65,719.20
UMB FINANCIAL CORP	358	128,312.07	130,896.60
URBAN EDGE PPTYS COM	358	55,749.67	72,261.20
VAIL RESORTS INC	358	36,199.80	116,113.20
VERINT SYSTEMS INC	358	50,762.53	56,519.78
VISTA OUTDOOR INC COM	358	68,853.66	74,458.80
WEX INC	358	30,515.80	62,955.70
WRIGHT MED GRP INC	358	83,039.52	54,246.51
XENIA HOTELS & RESORTS INC COM	358	68,343.84	54,702.80
ADVANCED AUTO PARTS	361	218,293.65	218,523.76
ALLERGAN PLC SHS	361	369,512.64	369,744.00
ALPHABET INC CL A	361	383,548.23	493,878.06
AUTODESK INC DELAWARE	361	305,165.05	338,862.26
CELGENE CORP	361	363,479.15	392,251.51
DANAHER CORPORATION	361	191,128.77	245,026.00
DELPHI AUTOMOTIVE PLC	361	507,196.88	384,113.60
DOLLAR GEN CORP NEW COM	361	359,590.58	451,294.00
FACEBOOK INC CL-A	361	325,659.85	479,747.44
HOLOGIC INC	361	451,747.18	400,149.00
IMS HEALTH HOLDINGS INC	361	438,113.65	378,142.96
NEWELL BRANDS INC	361	214,439.66	221,333.49
NIELSEN HOLDINGS NV	361	375,974.99	404,586.45
NORTHERN TRUST CORP	361	220,653.12	197,322.28
SCHLUMBERGER LTD	361	387,823.20	388,599.12
STERICYCLE INC	361	421,643.09	388,679.96
UNITED PARCEL SERVICE	361	376,580.66	396,517.32
VIPSHOP HLDGS LTD	361	292,882.31	209,180.59
WILLIS TOWERS WATSON PUB	361	381,665.17	378,896.88
WYNN RESORTS LTD	361	325,832.12	370,536.32
ADIDAS AG	362	21,438.15	28,174.17
AEGON NV	362	24,351.71	19,468.55
AERCAP HOLDINGS NV	362	25,051.92	22,102.22
ASTRAZENECA PLC ADS	362	38,509.94	39,035.67
ATOS ORIGIN SA	362	20,515.67	23,472.40
BANCO BILBAO VIZ ARG SA ADS	362	26,348.80	23,631.58
CARLBERG AS	362	26,077.50	27,146.25
CHINA MOBILE LTD	362	24,254.53	25,881.30
CK HUTCHINSOM HLDGS	362	25,285.11	21,501.20
DBS GROUP HOLDINGS	362	25,429.49	26,425.24
DEUTSCHE POST AG SPONERED ADR	362	24,627.46	29,023.02
E ON SE	362	26,690.32	26,585.24
ERICSSON LM TEL ADR CL	362	24,358.38	20,136.96
FRESENSIUS MEDICAL CARE	362	24,045.78	24,399.20
GEMALTO NV SPON	362	24,285.71	23,869.44
HSBC HOLDINGS PLC SPON	362	25,423.06	24,484.42
INFINEON TECH AG	362	21,496.32	25,090.56
INTESA SANPAOLO SPA	362	43,406.93	32,456.91
JULIUS BAER GROUP LTD	362	24,400.94	23,685.02
KOMINKLUKE PHIL EL SP ADR	362	25,173.30	25,314.10
MARKIT LTD	362	21,879.56	25,558.40
MAZDA MTR CORPMITSUBISHI EST ADR	362	26,068.62	21,493.68

MITSUBISHI EST ADR	362	24,870.10	23,762.76
MURATA MANUFACTURING CO LTD	362	25,860.65	21,416.97
NATL GRID TRANSCO PLC	362	38,093.08	40,658.51
NOVARTIS AG ADR	362	19,628.00	28,878.50
ORANGE NEW	362	25,915.38	25,319.64
OTSUKA HOLDINGS CO	362	22,716.89	28,775.14
ROCHE HOLDINGS ADR	362	36,431.20	37,233.50
ROYAL DSM NV	362	19,963.02	23,798.28
ROYAL DUTCH SHELL PLC	362	36,658.50	43,844.68
ROYAL KPN NV SPONS	362	24,288.00	23,339.25
SCHLUMBERGER LTD	362	24,972.65	26,412.72
SECOM LTD ADR	362	23,361.48	24,582.44
SEIKO EPSON CORP SUWA UNSP	362	23,447.55	22,886.53
SKY PLC	362	26,513.74	20,797.74
SMITH & NEPHEW PLC	362	24,258.48	25,122.24
SOCIETE GENERALE SP	362	24,378.77	22,640.03
SUNTORE BEVERAGE AND FOOD LTD	362	23,012.00	24,750.00
TOTAL SA SPON ADR	362	24,345.50	26,455.00
UNIBAIL-RODAMCO SE	362	24,228.27	24,529.59
VIVENDI SA UNSPON ADR	362	26,766.32	24,904.44
VODOPHONE GROUP PLC	362	35,135.29	35,029.26
WILLIAM HULL PLC ADR	362	28,735.04	18,830.00
WPP PLC SPON NEW ADR	362	22,583.42	22,367.28
ALTRIA GROUP INC	499	138,567.00	393,072.00
APPLE INC	499	99,066.00	95,600.00
CENTURYLINK INC	499	225,788.81	156,683.01
CHESAPEAKE ENERGY CORP	499	2,181,299.00	450,149.00
CONOCOPHILLIPS	499	303,962.11	282,310.00
DEVON ENERGY CORP NEW	499	7,530,314.32	3,889,625.00
GENERAL ELECTRIC CO	499	50,867.71	100,326.76
HONEYWELL INTL INC	499	236,316.25	564,152.00
METLIFE INC	499	144,799.50	147,371.00
MORGAN STANLEY	499	257,300.00	259,800.00
PFIZER INC	499	166,300.00	352,100.00
PHILIP MORRIS INTL INC	499	272,048.70	469,946.40
PHILLIPS 66 COM	499	90,319.06	256,823.58
SYNCHRONY FINANCIALS	499	4,979.43	8,291.84
		24,077,528.02	20,602,727.76

ROCHDALE

ALKERMES PLC SHS	101,502.09	99,838.20
ALPHABET INC CAP STOCK CLASS A	53,429.07	91,458.90
ALPHABET INC CAP STOCK CLASS C SHARES	33,061.60	41,526.00
ALTRIA GROUP INC COM	156,037.74	440,654.40
AMC ENTMT HLDGS INC CL A COM	70,374.79	77,860.20
AMERICAN ELEC PWR INC COM	102,869.49	194,149.30
AMERICAN INTL GROUP INC COM NEW	8,892.18	8,568.18
AMERICAN WTR WKS CO INC NEW COM	58,361.45	80,284.50
AMPHENOL CORP NEW CL A	65,298.62	152,497.80
APPLE INC COM	175,662.28	187,376.00
ASTRONICS CORP	53,316.74	39,246.80
ASTRONICS CORP CL B	7,995.05	5,862.24
AT&T INC COM	235,680.50	367,717.10
ATMOS ENERGY CORP COM	92,570.76	176,464.40

AVANGRID INC COM	94,256.52	151,537.40
B & G FOODS INC NEW COM	32,704.72	94,809.40
BOEING CO COM	41,296.90	46,883.07
BRISTOL MYERS SQUIBB CO COM	104,461.35	291,846.40
BROOKFIELD INFRAST PARTNERS LP LP INT UNIT	90,189.58	127,180.60
CAMDEN PPTY TR SH BEN INT	31,539.05	36,252.20
CBRE GROUP INC CL A	110,451.84	101,683.20
CELGENE CORP COM	25,192.30	69,041.00
CHESAPEAKE ENERGY CORP COM	432,991.90	89,452.00
CINCINNATI FINL CORP COM	66,759.74	180,484.90
CME GROUP INC COM	71,229.46	71,102.00
COLGATE PALMOLIVE CO COM	74,019.52	84,180.00
COMCAST CORP NEW CL A	61,555.14	88,006.50
CONSOLIDATED COMM HLDGS INC COM	71,724.50	111,684.00
COSTCO WHSL CORP NEW COM	35,803.41	69,097.60
CVS HEALTH CORPORATION	77,690.32	176,161.60
DEVON ENERGY CORP NEW COM	900,110.41	522,362.50
DISNEY WALT CO COM DISNEY	82,282.48	94,885.40
DOMINION RES INC VA NEW COM	94,398.54	189,369.90
DTE ENERGY CO COM	65,272.60	161,565.60
DUKE ENERGY CORP NEW COM NEW	180,300.21	319,996.70
EAST WEST BANCORP INC COM	62,044.20	61,524.00
EDWARDS LIFESCIENCES CORP COM	38,947.68	96,738.10
ENTERPRISE PRODS PARTNERS L P COM	43,187.81	162,685.60
EPR PPTYS COM SH BEN INT	87,125.22	205,734.00
ESSEX PPTY TR INC COM	49,000.05	50,179.80
EVERSOURCE ENERGY COM	203,654.76	425,649.40
EXXON MOBIL CORP COM	71,134.44	74,992.00
FACEBOOK INC CL A	17,168.30	78,853.20
GARTNER INC COM	50,982.82	68,187.00
GILEAD SCIENCES INC COM	74,726.04	111,782.80
HAIN CELESTIAL GROUP INC COM	49,706.15	45,919.25
HASBRO INC COM	35,682.71	37,795.50
HAWAIIAN ELEC INDUSTRIES COM	97,664.83	148,866.60
HEALTHCARE TR AMER INC CL A NEW	25,251.10	32,340.00
HEXCEL CORP NEW COM	50,138.04	51,633.60
HOME DEPOT INC COM	51,986.33	146,843.50
HONEYWELL INTL INC COM	81,360.13	89,566.40
IHS INC CL A	57,311.57	107,517.30
JOHNSON & JOHNSON COM	35,769.45	44,881.00
JPMORGAN CHASE & CO COM	97,287.65	160,942.60
KIMBERLY CLARK CORP COM	224,349.60	467,432.00
LAM RESEARCH CORP COM	66,016.28	77,755.50
LAMAR ADVERTISING CO NEW CL A	34,867.26	39,780.00
LEAR CORP COM NEW	9,628.50	10,176.00
LENNOX INTL INC COM	64,755.83	86,986.00
LIBERTY PPTY TR	207,967.08	256,233.72
LIFEPOINT HEALTH, INC	36,310.77	37,260.90
LINEAR TECHNOLOGY CORP COM	68,581.75	67,933.80
LOWES COS INC COM	54,752.96	92,628.90
LTC PPTYS INC COM	89,439.07	168,639.80
MAGNA INTL INC COM	40,455.66	49,799.40
MASTERCARD INC CL A	109,847.94	127,687.00
MCDONALDS CORP COM	64,640.40	99,882.20
MEDNAX INC COM	58,194.01	118,785.20
MICROSOFT CORP COM	86,482.73	89,547.50
NATIONAL RETAIL PPTYS INC COM	254,453.03	507,993.84
NORTHWESTERN CORP COM NEW	81,220.30	174,073.20

NXP SEMICONDUCTORS N V COM	89,393.39	80,690.20
ORBITAL ATK INC COM	32,526.69	35,758.80
PAYCHEX INC COM	88,450.18	180,880.00
PEPSICO INC COM	57,129.68	60,385.80
PG&E CORP COM	92,670.24	116,334.40
PHILIP MORRIS INTL INC COM	103,102.80	153,597.20
POWERSHARES ETF TR II PFD PORTFOLIO	19,094.49	19,918.68
PPL CORP COM	136,754.16	206,115.00
PRINCIPAL FINL GROUP INC COM	89,571.91	75,231.30
PULTE GROUP INC COM	79,944.44	82,832.50
RAYMOND JAMES FINANCIAL INC COM	50,685.81	51,765.00
SCANA CORP NEW COM	10,043.34	15,132.00
SCHLUMBERGER LTD COM	38,596.04	40,330.80
SMITH A O COM	62,251.99	77,536.80
SYSCO CORP COM	150,108.71	199,408.20
THERMO FISHER SCIENTIFIC INC COM	52,617.43	128,551.20
UGI CORP NEW COM	40,747.88	110,636.25
UNITED RENTALS INC COM	93,959.95	74,481.00
UNITEDHEALTH GROUP INC COM	50,684.00	63,540.00
UNUM GROUP COM	71,565.91	69,302.20
VANTIV INC CL A	63,710.13	70,750.00
VARIAN MED SYS INC COM	53,210.04	53,449.50
VECTOR GROUP LTD COM	182,668.85	322,803.16
VECTREN CORP COM	80,677.94	172,230.90
VERIZON COMMUNICATIONS INC COM	131,025.60	236,203.20
VISA INC COM CL A	73,876.70	157,240.40
W P CAREY INC COM	77,851.65	104,130.00
WABTEC CORP COM	36,678.64	37,924.20
WAL-MART STORES INC COM	27,376.60	31,398.60
WEC ENERGY GROUP INC COM	41,349.60	108,398.00
WELLS FARGO & CO NEW COM	88,617.71	129,210.90
WELLTOWER INC COM	91,907.85	172,144.20
WILLIAMS SONOMA INC COM	59,331.09	81,844.10
XCEL ENERGY INC COM	98,422.56	200,614.40
SUSPENDED LOSSES	38,000.00	
	<u>9,345,979.30</u>	<u>13,437,081.49</u>
TOTAL COMMON STOCK	<u>33,423,507.32</u>	<u>34,039,809.25</u>
OTHER INVESTMENTS		
CITY NATL ROCHDALE FDS EMKTS FD CL N	1,133,699.98	1,251,509.58
CITY NATL ROCHDALE FDS FXD INC OPP FD N	3,559,005.95	3,302,581.44
TWEEDY BROWNE FD INC GLOBAL VALUE	624,851.93	585,795.20
STONE RIDGE TR II RNS RSK PR INT	350,000.00	351,836.71
HARLAND SPEC OPP FUND	226,605.00	226,605.00
PB STRATEGY PARTNERS FEEDER FUND V LP	917,039.00	1,080,826.00
PB STRATEGY PARTNERS FEEDER VI LP	1,169,048.00	1,359,097.00
PB STRATEGIC PARTNERS RE VI FEEDER, LP	149,162.00	168,831.00
GREENSPRING OPPORTUNITIES III LP	718,209.00	946,527.00
GREENSPRING OPPORTUNITIES IV	60,000.00	59,118.00
ALLIANCE BERNSTEIN NEXT 50 EMERGING MKTS FUND	246,753.00	243,042.18
ALLIANCE BERNSTEIN EUROPEAN OPPORTUNITIES FUND	808,115.00	788,591.00
	<u>9,962,488.86</u>	<u>10,364,360.11</u>
TOTAL ASSETS	<u>45,145,430.07</u>	<u>46,163,603.25</u>

BATTYE FOUNDATION
EIN: 52-1748587
2015 FORM 990-PF
CAPITAL GAINS DETAIL

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Revised Gain/Loss
MSSB 129362	ADIDAS AG	211 000	2/18/2016	2/18/2016	11,541 44	11,510 05	31 39
MSSB 129362	ADIDAS AG	49 000	2/18/2016	5/24/2016	3,134 09	2,672 95	461 14
MSSB 129362	AEGON NV ADR	2,242 000	2/18/2016	2/18/2016	11,239 12	11,245 42	(6 30)
MSSB 129362	AGRIUM INC	1,070 000	11/16/2010	7/6/2015	116,039 68	82,940 52	33,099 16
MSSB 129362	ALLEGION PUB LTD CO	566 000	11/16/2010	2/18/2016	33,351 67	11,700 79	21,650 88
MSSB 129362	ALLEGION PUB LTD CO	50 000	11/16/2010	7/6/2015	3,001 44	1,249 52	1,751 92
MSSB 129362	ASTRAZENECA PLC ADS	500 000	2/18/2016	2/18/2016	14,894 67	14,891 70	2 97
MSSB 129362	ATOS ORIGIN SA ADR	700 000	2/18/2016	2/18/2016	10,051 78	10,156 27	(104 49)
MSSB 129362	ATOS ORIGIN SA ADR	187 000	2/18/2016	3/21/2016	2,986 73	2,713 18	273 55
MSSB 129362	ATOS ORIGIN SA ADR	168 000	2/18/2016	6/1/2016	3,017 21	2,437 51	579 70
MSSB 129362	AXA ADS	10 000	6/30/2015	2/18/2016	231 29	341 12	(109 83)
MSSB 129362	AXA ADS	800 000	11/16/2010	2/18/2016	18,503 60	13,955 20	4,548 40
MSSB 129362	BANCO BILBAO VIZ ARG SA ADS	1,450 000	2/18/2016	2/18/2016	9,105 80	9,280 00	(174 20)
MSSB 129362	BASF SE SP ADR	750 000	11/16/2010	2/18/2016	50,290 15	56,355 35	(6,065 20)
MSSB 129362	BASF SE SP ADR	100 000	11/16/2010	7/6/2015	8,696 83	7,466 90	1,229 93
MSSB 129362	BHP BILLITON LTD	2,700 000	7/6/2015	2/18/2016	65,015 66	106,464 78	(41,449 12)
MSSB 129362	BRITISH AMER TOB SPON ADR	725 000	11/16/2010	2/18/2016	79,719 26	55,077 28	24,641 98
MSSB 129362	BRITISH AMER TOB SPON ADR	100 000	11/16/2010	7/6/2015	10,941 79	7,566 00	3,375 79
MSSB 129362	BROOKFIELD ASSET MGMT CL A LTD	1,232 000	11/16/2010	2/18/2016	38,255 96	24,143 09	14,112 87
MSSB 129362	BROOKFIELD ASSET MGMT CL A LTD	200 000	11/16/2010	7/6/2015	7,144 86	3,919 33	3,225 53
MSSB 129362	BUNGE LTD	625 000	11/16/2010	7/6/2015	54,236 25	37,309 38	16,926 87
MSSB 129362	CANADIAN NATL RAILWAY CO	1,600 000	11/16/2010	2/18/2016	91,655 92	50,756 00	40,899 92
MSSB 129362	CANADIAN NATL RAILWAY CO	230 000	12/14/2010	2/18/2016	13,175 54	7,740 28	5,435 26
MSSB 129362	CANADIAN NATL RAILWAY CO	300 000	11/16/2010	7/6/2015	17,571 66	9,516 75	8,054 91
MSSB 129362	CANADIAN NATURAL RESOURCES LTD	900 000	11/16/2010	2/18/2016	19,324 55	34,083 00	(14,758 45)
MSSB 129362	CARLSBERG AS	525 000	2/18/2016	2/18/2016	9,581 04	9,607 50	(26 46)
MSSB 129362	CDN PACIFIC RY LTD NEW	500 000	11/16/2010	2/18/2016	63,904 10	31,700 00	32,204 10
MSSB 129362	CDN PACIFIC RY LTD NEW	470 000	12/15/2010	2/18/2016	60,069 86	30,440 30	29,629 56
MSSB 129362	CDN PACIFIC RY LTD NEW	100 000	6/27/2011	2/18/2016	12,780 82	5,877 19	6,903 63
MSSB 129362	CDN PACIFIC RY LTD NEW	400 000	11/16/2010	7/6/2015	65,067 80	25,360 00	39,707 80
MSSB 129362	CHICAGO BRIDGE & IRON CO N V	490 000	12/9/2015	2/18/2016	16,447 03	19,070 07	(2,623 04)
MSSB 129362	CHINA MOBILE LTD	209 000	2/18/2016	2/18/2016	11,315 01	11,340 49	(25 48)
MSSB 129362	CORE LABORATORIES N V	100 000	6/30/2015	2/18/2016	10,492 77	11,300 00	(807 23)
MSSB 129362	CORE LABORATORIES N V	100 000	11/16/2010	2/18/2016	10,492 77	8,130 00	2,362 77
MSSB 129362	DEUTSCHE POST AG SPONSORED ADR	460 000	2/18/2016	2/18/2016	10,998 36	11,030 80	(32 44)
MSSB 129362	DIAGEO PLC SPON ADR NEW	555 000	11/16/2010	2/18/2016	58,175 38	41,012 82	17,162 56
MSSB 129362	DIAGEO PLC SPON ADR NEW	55 000	12/3/2012	2/18/2016	5,765 13	6,582 37	(817 24)
MSSB 129362	DIAGEO PLC SPON ADR NEW	75 000	11/16/2010	7/6/2015	8,809 82	5,542 27	3,267 55
MSSB 129362	E ON SE	900 000	2/18/2016	2/18/2016	8,936 80	9,144 00	(207 20)
MSSB 129362	EATON CORP PLC SHS	954 000	12/3/2012	2/18/2016	53,718 66	46,554 30	7,164 36
MSSB 129362	EATON CORP PLC SHS	155 000	12/21/2012	2/18/2016	8,727 87	7,676 75	1,051 12
MSSB 129362	EATON CORP PLC SHS	210 000	9/23/2013	2/18/2016	11,824 87	13,689 89	(1,865 02)
MSSB 129362	EATON CORP PLC SHS	200 000	12/3/2012	7/6/2015	13,440 75	9,593 75	3,847 00
MSSB 129362	EMBRAER S A ADR	377 000	2/18/2016	2/18/2016	11,174 03	11,267 25	(93 22)
MSSB 129362	EMBRAER S A ADR	120 000	2/18/2016	5/6/2016	2,640 83	3,586 39	(945 56)
MSSB 129362	EMBRAER S A ADR	696 000	2/18/2016	6/1/2016	14,482 47	20,801 07	(6,318 60)
MSSB 129362	ENSCO PLC CLASS A	2,650 000	7/6/2015	2/18/2016	23,541 55	56,633 95	(33,092 40)
MSSB 129362	ENSIGN ENERGY SERVICES ORD	10 000	6/30/2015	2/18/2016	40 40	97 47	(57 07)
MSSB 129362	ENSIGN ENERGY SERVICES ORD	1,100 000	11/16/2010	2/18/2016	4,443 90	13,204 07	(8,760 17)
MSSB 129362	ERICSSON LM TEL ADR CL B NEW	1,217 000	2/18/2016	2/18/2016	11,257 00	11,305 93	(48 93)
MSSB 129362	FIBRIA CELULOSE SA-SPON ADR	235 000	11/16/2010	7/6/2015	3,193 24	3,835 20	(641 96)

MSSB 129362	FINNING INTL INC COM NEW	220 000	12/20/2010	2/18/2016	2,785 13	5,718 31	(2,933 18)
MSSB 129362	FRESENIUS MEDICAL CARE AG&CO	268 000	2/18/2016	2/18/2016	11,576 21	11,507 63	68 58
MSSB 129362	GEMALTO NV SPON ADR	372 000	2/18/2016	2/18/2016	11,587 54	11,617 56	(30 02)
MSSB 129362	HSBC HOLDINGS PLC SPON ADR NEW	30 000	2/18/2016	2/18/2016	967 78	975 21	(7 43)
MSSB 129362	HSBC HOLDINGS PLC SPON ADR NEW	313 000	2/18/2016	2/18/2016	10,097 15	10,174 73	(77 58)
MSSB 129362	INFINEON TECHNOLOGIES AG	941 000	2/18/2016	2/18/2016	11,771 65	11,706 04	65 61
MSSB 129362	INFINEON TECHNOLOGIES AG	199 000	2/18/2016	6/1/2016	2,925 23	2,475 56	449 67
MSSB 129362	INGERSOLL-RAND PLC SHS	1,250 000	11/16/2010	2/18/2016	65,620 56	43,852 84	21,767 72
MSSB 129362	INGERSOLL-RAND PLC SHS	600 000	11/16/2010	7/6/2015	40,427 25	19,421 33	21,005 92
MSSB 129362	JULIUS BAER GROUP LTD UN ADR	1,383 000	2/18/2016	2/18/2016	11,229 71	11,312 94	(83 23)
MSSB 129362	KONINKLIJKE PHIL EL SP ADR NEW	453 000	2/18/2016	2/18/2016	11,178 34	11,230 78	(52 44)
MSSB 129362	KONINKLIJKE PHIL EL SP ADR NEW	0 899	6/15/2016	6/15/2016	20 94	22 54	(1 60)
MSSB 129362	LIXIL GROUP CORP ADR	225 000	2/18/2016	2/18/2016	9,485 79	9,675 00	(189 21)
MSSB 129362	LIXIL GROUP CORP ADR	74 000	2/18/2016	5/16/2016	2,749 82	3,182 00	(432 18)
MSSB 129362	LIXIL GROUP CORP ADR	268 000	2/18/2016	6/3/2016	9,559 38	11,524 00	(1,964 62)
MSSB 129362	LIXIL GROUP CORP ADR	269 000	2/18/2016	6/6/2016	9,579 10	11,567 00	(1,987 90)
MSSB 129362	LYONDELLBASELL NV CL-A	220 000	12/8/2015	2/18/2016	17,407 01	19,298 22	(1,891 21)
MSSB 129362	MANULIFE FINANCIAL CORP	825 000	11/16/2010	2/18/2016	10,872 51	12,259 50	(1,386 99)
MSSB 129362	MANULIFE FINANCIAL CORP	50 000	6/27/2011	2/18/2016	658 94	819 00	(160 06)
MSSB 129362	MARKIT LTD	300 000	2/18/2016	2/18/2016	8,425 82	8,372 28	53 54
MSSB 129362	MARKIT LTD	190 000	2/18/2016	3/21/2016	6,143 57	5,302 44	841 13
MSSB 129362	MITSUBISHI EST ADR	589 000	2/18/2016	2/18/2016	11,078 84	11,267 57	(188 73)
MSSB 129362	NABORS INDUSTRIES LTD NEW	3,967 000	11/16/2010	2/18/2016	27,338 77	84,477 26	(57,138 49)
MSSB 129362	NABORS INDUSTRIES LTD NEW	100 000	6/27/2011	2/18/2016	689 15	2,265 00	(1,575 85)
MSSB 129362	NABORS INDUSTRIES LTD NEW	3,190 000	12/30/2014	2/18/2016	21,984 05	42,024 42	(20,040 37)
MSSB 129362	NABORS INDUSTRIES LTD NEW	650 000	11/16/2010	7/6/2015	8,651 34	13,841 75	(5,190 41)
MSSB 129362	NATL GRID TRANSCO PLC ADS	220 000	2/18/2016	2/18/2016	15,359 07	15,320 80	38 27
MSSB 129362	NESTLE SPON ADR REP REG SHR	1,437 000	11/16/2010	2/18/2016	102,642 67	79,361 18	23,281 49
MSSB 129362	NESTLE SPON ADR REP REG SHR	850 000	11/16/2010	7/6/2015	62,023 35	46,942 94	15,080 41
MSSB 129362	NOBLE CORP PLC SHS USD	5,350 000	7/6/2015	2/18/2016	42,752 52	79,767 43	(37,014 91)
MSSB 129362	NOVARTIS AG ADR	150 000	11/16/2010	2/18/2016	11,066 75	8,412 00	2,654 75
MSSB 129362	NOVARTIS AG ADR	200 000	11/16/2010	7/6/2015	19,765 63	11,216 00	8,549 63
MSSB 129362	OTSUKA HOLDINGS CO LTD UNS ADR	687 000	2/18/2016	2/18/2016	12,214 59	12,455 31	(240 72)
MSSB 129362	OTSUKA HOLDINGS CO LTD UNS ADR	104 000	2/18/2016	6/1/2016	2,106 99	1,885 52	221 47
MSSB 129362	PARAGON OFFSHORE PLC SHS	1,183 000	11/16/2010	7/6/2015	1,089 75	15,909 11	(14,819 36)
MSSB 129362	PARTNERRE HLDGS	175 000	11/16/2010	2/18/2016	24,509 21	13,691 12	10,818 09
MSSB 129362	PARTNERRE HLDGS	100 000	11/16/2010	7/6/2015	13,032 76	7,823 50	5,209 26
MSSB 129362	POTASH CP OF SASKATCHEWAN INC	3,250 000	7/6/2015	2/18/2016	54,992 38	101,138 38	(46,146 00)
MSSB 129362	RIO TINTO PLC SPON ADR	2,850 000	7/6/2015	2/18/2016	77,158 36	114,703 95	(37,545 59)
MSSB 129362	ROCHE HOLDINGS ADR	528 000	2/18/2016	2/18/2016	16,958 99	17,022 72	(63 73)
MSSB 129362	ROYAL DSM NV SPONSORED ADR	942 000	2/18/2016	2/18/2016	11,426 21	11,473 56	(47 35)
MSSB 129362	ROYAL DSM NV SPONSORED ADR	356 000	2/18/2016	6/1/2016	5,500 29	4,336 08	1,164 21
MSSB 129362	ROYAL DUTCH SHELL PLC	364 000	2/18/2016	2/18/2016	16,692 67	16,805 66	(112 99)
MSSB 129362	ROYAL KPN NV SPONS ADR	2,953 000	2/18/2016	2/18/2016	11,280 21	11,339 52	(59 31)
MSSB 129362	SCHLUMBERGER LTD	1,500 000	11/16/2010	2/18/2016	109,317 61	110,115 00	(797 39)
MSSB 129362	SCHLUMBERGER LTD	300 000	11/16/2010	7/6/2015	25,220 53	22,023 00	3,197 53
MSSB 129362	SECOM LTD ADR	500 000	2/18/2016	2/18/2016	8,679 81	8,730 00	(50 19)
MSSB 129362	SECOM LTD ADR	210 000	2/18/2016	3/31/2016	3,930 40	3,666 60	263 80
MSSB 129362	SEIKO EPSON CORP SUWA UNSP ADR	1,375 000	2/18/2016	2/18/2016	11,068 50	11,206 25	(137 75)
MSSB 129362	SEIKO EPSON CORP SUWA UNSP ADR	125 000	2/18/2016	6/1/2016	1,098 72	1,018 75	79 97
MSSB 129362	SEVEN & I HLDGS CO LTD ADR	528 000	2/18/2016	2/18/2016	10,797 36	10,971 84	(174 48)
MSSB 129362	SEVEN & I HLDGS CO LTD ADR	1,187 000	2/18/2016	4/21/2016	25,784 63	24,665 86	1,118 77
MSSB 129362	SKY PLC	197 000	2/18/2016	2/18/2016	11,471 05	11,532 38	(61 33)
MSSB 129362	SMITH & NEPHEW PLC ADR	343 000	2/18/2016	2/18/2016	11,369 07	11,367 02	2 05
MSSB 129362	SOCIETE GENERALE SP ADR	1,642 000	2/18/2016	2/18/2016	11,263 87	11,368 91	(105 04)
MSSB 129362	SOUTH32 LTD ADR	1,020 000	6/1/2015	2/18/2016	4,538 90	9,180 00	(4,641 10)
MSSB 129362	SUNCOR ENERGY INC NEW COM	2,450 000	11/16/2010	2/18/2016	59,092 71	81,046 00	(21,953 29)
MSSB 129362	SUNTORY BEVERAGE AND FOOD LTD	544 000	2/18/2016	2/18/2016	11,173 51	11,380 48	(206 97)
MSSB 129362	SUNTORY BEVERAGE AND FOOD LTD	80 000	2/18/2016	5/24/2016	1,840 53	1,673 60	166 93
MSSB 129362	SYNGENTA AG ADR	141 000	2/18/2016	2/18/2016	11,441 08	11,424 27	16 81
MSSB 129362	SYNGENTA AG ADR	298 000	2/18/2016	5/12/2016	24,032 75	24,144 91	(112 16)

MSSB 129362	SYNGENTA AG ADR	830 000	11/16/2010	7/6/2015	69,380 08	46,081 60	23,298 48
MSSB 129362	TECK RESOURCES LTD	2,400 000	7/6/2015	2/18/2016	13,807 13	22,553 04	(8,745 91)
MSSB 129362	TENARIS S A	4,500 000	7/6/2015	2/18/2016	97,105 63	115,754 85	(18,649 22)
MSSB 129362	TOTAL S A SPON ADR	256 000	2/18/2016	2/18/2016	11,284 23	11,331 72	(47 49)
MSSB 129362	TRICAN WELL SVCS CO LTD	225 000	11/16/2010	7/6/2015	707 27	4,214 00	(3,506 73)
MSSB 129362	UBS GROUP AG SHS	280 000	6/30/2015	2/18/2016	4,225 10	5,906 99	(1,681 89)
MSSB 129362	UBS GROUP AG SHS	1,808 000	11/16/2010	2/18/2016	27,282 13	30,302 08	(3,019 95)
MSSB 129362	UBS GROUP AG SHS	100 000	6/27/2011	2/18/2016	1,508 97	1,727 66	(218 69)
MSSB 129362	UNIBAIL-RODAMCO SE ADR	453 000	2/18/2016	2/18/2016	11,415 35	11,456 58	(41 23)
MSSB 129362	UNILEVER NV NY SH NEW	1,475 000	11/16/2010	2/18/2016	63,752 09	44,146 75	19,605 34
MSSB 129362	UNILEVER NV NY SH NEW	425 000	11/16/2010	7/6/2015	17,513 92	12,720 25	4,793 67
MSSB 129362	VALE S A	16,400 000	7/6/2015	2/18/2016	47,775 43	91,525 12	(43,749 69)
MSSB 129362	VIVENDI SA UNSPON ADR	609 000	2/18/2016	2/18/2016	12,679 10	12,356 91	322 19
MSSB 129362	VODAFONE GROUP PLC	553 000	2/18/2016	2/18/2016	17,169 22	17,133 88	35 34
MSSB 129362	VODAFONE GROUP PLC	36 000	2/18/2016	6/1/2016	1,208 80	1,115 41	93 39
MSSB 129362	WEATHERFORD INTL LTD	455 000	3/25/2015	2/18/2016	2,919 13	5,604 74	(2,685 61)
MSSB 129362	WEATHERFORD INTL LTD	3,700 000	11/16/2010	2/18/2016	23,737 94	70,281 50	(46,543 56)
MSSB 129362	WEATHERFORD INTL LTD	200 000	6/27/2011	2/18/2016	1,283 13	3,510 00	(2,226 87)
MSSB 129362	WEATHERFORD INTL LTD	2,620 000	10/2/2013	2/18/2016	16,809 03	41,827 25	(25,018 22)
MSSB 129362	WEATHERFORD INTL LTD	3,245 000	12/8/2014	2/18/2016	20,818 82	38,585 65	(17,766 83)
MSSB 129362	WEATHERFORD INTL LTD	1,750 000	11/16/2010	7/6/2015	20,450 65	33,241 25	(12,790 60)
MSSB 129362	WILLIAM HILL PLC ADR-ORD SHS	522 000	2/18/2016	2/18/2016	11,285 39	11,384 82	(99 43)
MSSB 129362	WPP PLC SPON NEW ADR	95 000	2/18/2016	2/18/2016	10,032 73	10,025 35	7 38
MSSB 129362	WPP PLC SPON NEW ADR	28 000	2/18/2016	5/24/2016	3,291 23	2,954 84	336 39
MSSB 129362	YARA INTL ASA SPONS ADR	115 000	11/16/2010	2/18/2016	4,471 10	5,547 09	(1,075 99)
MSSB 129362	YARA INTL ASA SPONS ADR	35 000	11/16/2010	7/6/2015	1,769 81	1,675 41	94 40
MSSB 129358	A O SMITH CORP	380 000	8/16/2011	3/10/2016	27,910 12	7,207 12	20,703 00
MSSB 129358	ALLETE INC NEW	440 000	11/16/2010	5/13/2016	25,014 55	15,481 40	9,533 15
MSSB 129358	AMERICAN EQ INVT LIFE HLDG C	1,330 000	7/23/2013	4/11/2016	17,528 88	23,907 28	(6,378 40)
MSSB 129358	AMERICAN EQ INVT LIFE HLDG C	180 000	8/2/2013	4/11/2016	2,372 33	3,397 66	(1,025 33)
MSSB 129358	AMERICAN EQ INVT LIFE HLDG C	1,080 000	8/2/2013	4/12/2016	15,616 02	20,385 97	(4,769 95)
MSSB 129358	AMERICAN EQ INVT LIFE HLDG C	380 000	2/19/2015	4/12/2016	5,494 53	11,178 92	(5,684 39)
MSSB 129358	AMERICAN EQ INVT LIFE HLDG C	770 000	11/11/2015	4/15/2016	11,691 89	21,475 69	(9,783 80)
MSSB 129358	AMERICAN EQ INVT LIFE HLDG C	580 000	2/19/2015	4/15/2016	8,806 87	17,062 56	(8,255 69)
MSSB 129358	AMERN AXLE & MFG HLDGS INC	2,300 000	11/25/2015	5/25/2016	38,179 62	52,255 08	(14,075 46)
MSSB 129358	BONANZA CREEK ENERGY	1,720 000	7/6/2015	9/21/2015	10,163 98	27,293 99	(17,130 01)
MSSB 129358	CBOE HOLDINGS	670 000	5/19/2011	8/17/2015	42,976 29	18,824 72	24,151 57
MSSB 129358	CBOE HOLDINGS	700 000	5/2/2012	8/17/2015	44,900 60	18,362 75	26,537 85
MSSB 129358	CHEMTURA CORP COM NEW	1,280 000	1/11/2011	10/22/2015	38,410 81	20,476 16	17,934 65
MSSB 129358	DELTIC TIMBER CORP	100 000	11/16/2010	9/29/2015	6,193 91	4,867 00	1,326 91
MSSB 129358	DELTIC TIMBER CORP	240 000	11/16/2010	9/30/2015	14,512 75	11,680 80	2,831 95
MSSB 129358	DELTIC TIMBER CORP	310 000	11/16/2010	10/28/2015	19,580 84	15,087 70	4,493 14
MSSB 129358	DELTIC TIMBER CORP	60 000	11/16/2010	11/3/2015	3,798 41	2,920 20	878 21
MSSB 129358	DELTIC TIMBER CORP	260 000	1/11/2011	11/3/2015	16,459 77	15,459 60	1,000 17
MSSB 129358	DINEEQUITY INC COM	250 000	11/16/2010	9/15/2015	23,370 29	12,493 75	10,876 54
MSSB 129358	DINEEQUITY INC COM	320 000	1/11/2011	9/15/2015	29,913 97	16,555 81	13,358 16
MSSB 129358	FAIRCHILD SEMICONDUCTOR CL A	2,190 000	7/10/2013	1/20/2016	44,337 04	32,046 93	12,290 11
MSSB 129358	FAIRCHILD SEMICONDUCTOR CL A	890 000	7/10/2013	1/26/2016	18,087 40	13,023 64	5,063 76
MSSB 129358	FAIRCHILD SEMICONDUCTOR CL A	150 000	7/10/2013	3/4/2016	3,013 94	2,195 00	818 94
MSSB 129358	FAIRCHILD SEMICONDUCTOR CL A	1,570 000	7/23/2013	3/4/2016	31,545 95	20,575 79	10,970 16
MSSB 129358	FEDERAL MOGUL CP	1,620 000	9/3/2013	7/6/2015	17,813 02	26,046 52	(8,233 50)
MSSB 129358	FEDERAL MOGUL CP	80 000	3/26/2014	7/6/2015	879 66	1,456 98	(577 32)
MSSB 129358	FEDERAL MOGUL CP	1,520 000	3/26/2014	8/18/2015	14,724 27	27,682 54	(12,958 27)
MSSB 129358	FEDERAL MOGUL CP	190 000	6/3/2014	8/18/2015	1,840 53	3,221 87	(1,381 34)
MSSB 129358	FEDERAL MOGUL CP	1,630 000	6/3/2014	8/25/2015	14,130 21	27,640 24	(13,510 03)
MSSB 129358	FIRST AMERICAN FINL CORP	800 000	11/16/2010	9/21/2015	32,371 80	10,976 00	21,395 80
MSSB 129358	FIRST AMERICAN FINL CORP	180 000	1/11/2011	9/21/2015	7,283 66	2,691 00	4,592 66
MSSB 129358	FIRST AMERICAN FINL CORP	1,280 000	1/11/2011	9/23/2015	51,013 46	19,136 00	31,877 46
MSSB 129358	FIRSTMERIT CORPORATION	1,109 000	11/16/2010	1/26/2016	20,067 31	19,995 27	72 04
MSSB 129358	FIRSTMERIT CORPORATION	131 000	1/30/2013	1/26/2016	2,370 44	1,975 52	394 92
MSSB 129358	FIRSTMERIT CORPORATION	1,120 000	12/17/2015	3/16/2016	23,564 28	21,179 20	2,385 08

MSSB 129358	FIRSTMERIT CORPORATION	1,309 000	1/30/2013	3/16/2016	27,540 76	19,740 11	7,800 65
MSSB 129358	FORTUNE BRANDS HOME & SEC INC	1,020 000	12/22/2011	6/23/2016	58,202 58	16,779 00	41,423 58
MSSB 129358	FTD COS INC COM	930 000	6/26/2014	3/31/2016	24,484 78	28,853 90	(4,369 12)
MSSB 129358	FTD COS INC COM	570 000	11/26/2014	3/31/2016	15,006 80	19,926 69	(4,919 89)
MSSB 129358	HANOVER INSURANCE GROUP INC	590 000	11/16/2010	6/23/2016	49,556 44	27,402 55	22,153 89
MSSB 129358	HANOVER INSURANCE GROUP INC	150 000	5/19/2011	6/23/2016	12,599 09	6,274 44	6,324 65
MSSB 129358	HANOVER INSURANCE GROUP INC	270 000	11/16/2010	9/23/2015	21,512 96	12,540 15	8,972 81
MSSB 129358	HANOVER INSURANCE GROUP INC	160 000	11/16/2010	11/11/2015	13,862 86	7,431 20	6,431 66
MSSB 129358	HARSCO CORP	3,020 000	7/6/2015	11/11/2015	30,965 91	53,364 61	(22,398 70)
MSSB 129358	HILLENBRAND INC	1,150 000	11/25/2013	3/10/2016	33,298 10	32,824 34	473 76
MSSB 129358	HILLENBRAND INC	720 000	11/25/2013	4/28/2016	22,247 51	20,550 89	1,696 62
MSSB 129358	HILLENBRAND INC	940 000	1/15/2014	4/28/2016	29,045 37	26,924 98	2,120 39
MSSB 129358	JOHN BEAN TECHNOLOGIES CORP	350 000	9/1/2011	6/23/2016	22,120 07	5,378 31	16,741 76
MSSB 129358	LB FOSTER A	890 000	11/16/2010	11/11/2015	10,285 36	30,050 85	(19,765 49)
MSSB 129358	LEGACY TEX FINL GROUP INC COM	1,060 000	5/3/2011	2/4/2016	20,275 83	13,081 25	7,194 58
MSSB 129358	LEGACY TEX FINL GROUP INC COM	480 000	5/3/2011	3/31/2016	9,256 69	5,923 58	3,333 11
MSSB 129358	LEGACY TEX FINL GROUP INC COM	1,380 000	7/14/2011	3/31/2016	26,612 99	19,017 92	7,595 07
MSSB 129358	LEGACY TEX FINL GROUP INC COM	500 000	9/19/2012	3/31/2016	9,642 39	9,617 50	24 89
MSSB 129358	ONE GAS INC	650 000	3/17/2014	3/16/2016	39,107 43	23,610 80	15,496 63
MSSB 129358	ONE GAS INC	80 000	3/17/2014	4/15/2016	4,789 07	2,905 94	1,883 13
MSSB 129358	ONE GAS INC	730 000	4/15/2014	4/15/2016	43,700 28	26,269 34	17,430 94
MSSB 129358	PENSKE AUTO GP INC	150 000	2/16/2011	7/6/2015	7,883 36	3,279 77	4,603 59
MSSB 129358	REGAL BELOIT CORP	380 000	1/11/2011	5/5/2016	24,296 52	25,544 82	(1,248 30)
MSSB 129358	REXNORD CORP NEW	940 000	8/27/2014	10/22/2015	16,739 96	27,233 30	(10,493 34)
MSSB 129358	REXNORD CORP NEW	940 000	9/3/2014	10/22/2015	16,739 96	27,483 81	(10,743 85)
MSSB 129358	RYMAN HOSPITALITY PPTYS INC	610 000	2/12/2013	7/6/2015	33,647 10	26,300 12	7,346 98
MSSB 129358	SALLY BEAUTY HLDGS INC	320 000	11/16/2010	9/29/2015	7,502 32	3,988 80	3,513 52
MSSB 129358	SALLY BEAUTY HLDGS INC	2,230 000	3/11/2011	9/29/2015	52,281 83	28,869 80	23,412 03
MSSB 129358	SCRIPPS E W COMPANY CL A NEW	920 000	8/17/2015	4/15/2016	13,924 45	17,781 85	(3,857 40)
MSSB 129358	SCRIPPS E W COMPANY CL A NEW	1,450 000	9/3/2014	4/15/2016	21,946 14	22,770 15	(824 01)
MSSB 129358	SCRIPPS E W COMPANY CL A NEW	1,210 000	9/19/2014	4/15/2016	18,313 67	20,367 85	(2,054 18)
MSSB 129358	SLM CORPORATION	2,540 000	9/29/2015	3/4/2016	16,440 55	18,923 00	(2,482 45)
MSSB 129358	SLM CORPORATION	8,360 000	7/16/2014	3/4/2016	54,111 43	70,916 21	(16,804 78)
MSSB 129358	SPIRIT REALTY CAPITAL INC	3,980 000	1/30/2013	5/27/2016	45,450 60	38,686 07	6,764 53
MSSB 129358	SPIRIT REALTY CAPITAL INC	2,648 000	3/26/2013	5/27/2016	30,239 50	24,650 08	5,589 42
MSSB 129358	TEXAS CAP BNC SHS INC (DE)	1,100 000	3/12/2015	1/27/2016	38,697 50	55,432 96	(16,735 46)
MSSB 129358	TEXAS CAP BNC SHS INC (DE)	310 000	9/21/2015	1/27/2016	10,905 66	16,152 49	(5,246 83)
MSSB 129358	UMB FINANCIAL CORP	150 000	9/19/2013	7/6/2015	8,422 51	7,813 52	608 99
MSSB 129358	UNION BANKSHARES CORP NEW	1,110 000	12/5/2014	2/24/2016	24,061 05	26,651 54	(2,590 49)
MSSB 129358	UNION BANKSHARES CORP NEW	30 000	12/5/2014	3/16/2016	695 17	720 31	(25 14)
MSSB 129358	UNION BANKSHARES CORP NEW	1,190 000	1/14/2015	3/16/2016	27,575 15	27,059 53	515 62
MSSB 129358	UNITED FINL BANCORP INC NEW	2,160 000	9/19/2014	1/20/2016	25,246 26	26,974 94	(1,728 68)
MSSB 129358	UNITED FINL BANCORP INC NEW	1,650 000	10/28/2014	1/20/2016	19,285 34	22,354 20	(3,068 86)
MSSB 129358	VAIL RESORTS	220 000	11/16/2010	12/17/2015	28,174 88	9,480 90	18,693 98
MSSB 129358	WINTRUST FIN CORP	600 000	2/17/2012	5/13/2016	29,639 35	20,502 60	9,136 75
MSSB 129358	WINTRUST FIN CORP	520 000	2/17/2012	5/27/2016	27,578 95	17,768 92	9,810 03
MSSB 129358	WINTRUST FIN CORP	480 000	3/2/2012	5/27/2016	25,457 49	16,312 18	9,145 31
MSSB 129358	WRIGHT MEDICAL GROUP	0 627	12/3/2014	10/2/2015	13 15	17 76	(4 61)
MSSB 129361	ACCENTURE PLC IRELAND CL A	3,670 000	11/16/2010	8/31/2015	346,548 78	161,057 95	185,490 83
MSSB 129361	ACCENTURE PLC IRELAND CL A	512 000	12/4/2013	8/31/2015	48,346 86	38,700 08	9,646 78
MSSB 129361	AFFILIATED MGRS GROUP INC	397 000	9/28/2015	11/19/2015	70,505 70	66,110 27	4,395 43
MSSB 129361	AFFILIATED MGRS GROUP INC	1,747 000	11/16/2010	11/19/2015	310,260 62	150,905 86	159,354 76
MSSB 129361	AMETEK INC NEW	2,498 000	6/12/2013	7/27/2015	131,394 38	105,853 00	25,541 38
MSSB 129361	AMETEK INC NEW	482 000	6/12/2013	10/13/2015	26,525 66	20,424 80	6,100 86
MSSB 129361	AMETEK INC NEW	3,767 000	6/13/2013	10/13/2015	207,307 38	160,011 99	47,295 39
MSSB 129361	AMETEK INC NEW	94 000	8/20/2013	10/13/2015	5,173 05	4,152 89	1,020 16
MSSB 129361	AMETEK INC NEW	1,464 000	8/20/2013	10/14/2015	79,788 58	64,679 08	15,109 50
MSSB 129361	AMETEK INC NEW	1,322 000	8/21/2013	10/14/2015	72,049 52	58,177 12	13,872 40
MSSB 129361	AON PLC SHS CL-A	2,910 000	11/1/2013	10/23/2015	268,577 87	229,287 34	39,290 53
MSSB 129361	AON PLC SHS CL-A	832 000	11/22/2013	10/23/2015	76,789 28	68,481 00	8,308 28
MSSB 129361	AON PLC SHS CL-A	444 000	1/9/2014	10/23/2015	40,978 89	36,989 77	3,989 12

MSSB 129361	AUTODESK INC DELAWARE	1,655 000	8/21/2015	5/25/2016	97,548 04	86,737 23	10,810 81
MSSB 129361	DANAHER CORPORATION	838 000	6/3/2014	4/22/2016	80,446 16	66,020 57	14,425 59
MSSB 129361	DANAHER CORPORATION	1,192 000	6/3/2014	11/4/2015	113,507 78	93,909 93	19,597 85
MSSB 129361	FACEBOOK INC CL A	597 000	3/11/2015	5/25/2016	70,329 06	46,312 28	24,016 78
MSSB 129361	IMS HEALTH HOLDINGS INC	1,640 000	5/13/2015	5/20/2016	41,566 04	47,453 56	(5,887 52)
MSSB 129361	JONES LANG LASALLE INC	379 000	1/31/2014	9/29/2015	54,365 67	43,229 84	11,135 83
MSSB 129361	JONES LANG LASALLE INC	215 000	1/31/2014	10/12/2015	31,932 09	24,523 52	7,408 57
MSSB 129361	JONES LANG LASALLE INC	258 000	2/3/2014	10/12/2015	38,318 51	29,257 56	9,060 95
MSSB 129361	JONES LANG LASALLE INC	511 000	2/3/2014	10/16/2015	76,759 21	57,948 12	18,811 09
MSSB 129361	JONES LANG LASALLE INC	389 000	2/3/2014	10/29/2015	64,488 48	44,113 14	20,375 34
MSSB 129361	JONES LANG LASALLE INC	363 000	5/1/2014	10/29/2015	60,178 19	42,837 81	17,340 38
MSSB 129361	MADISON SQUARE GARDEN CL A	666 000	3/20/2015	5/6/2016	108,265 39	118,618 88	(10,353 49)
MSSB 129361	MADISON SQUARE GARDEN CL A	496 000	3/20/2015	5/18/2016	79,877 31	88,340 79	(8,463 48)
MSSB 129361	MADISON SQUARE GARDEN CL A	101 000	3/20/2015	5/23/2016	16,663 44	17,988 75	(1,325 31)
MSSB 129361	MADISON SQUARE GARDEN CL A	356 000	3/23/2015	5/23/2016	58,734 52	63,879 85	(5,145 33)
MSSB 129361	MADISON SQUARE GARDEN CL A	0 334	3/20/2015	9/30/2015	56 76	59 49	(2 73)
MSSB 129361	MSG NETWORK INC CL A	3,791 000	3/20/2015	10/14/2015	77,131 02	77,016 13	114 89
MSSB 129361	MSG NETWORK INC CL A	1,067 000	3/23/2015	10/14/2015	21,709 00	21,864 91	(155 91)
MSSB 129361	STANLEY BLACK & DECKER INC	1,390 000	10/19/2012	1/29/2016	130,953 52	97,731 32	33,222 20
MSSB 129361	STANLEY BLACK & DECKER INC	1,483 000	10/21/2013	1/29/2016	139,715 15	115,126 03	24,589 12
MSSB 129361	STANLEY BLACK & DECKER INC	856 000	10/2/2012	11/4/2015	91,894 19	65,032 80	26,861 39
MSSB 129361	STANLEY BLACK & DECKER INC	392 000	10/19/2012	11/4/2015	42,082 38	27,561 64	14,520 74
MSSB 129361	TOWERS WATSON & CO CL A	839 000	10/28/2013	11/2/2015	105,805 26	95,934 87	9,870 39
MSSB 129361	VIPSHOP HLDGS LTD ADS	13,588 000	8/26/2015	3/2/2016	149,551 69	247,400 79	(97,849 10)
MSSB 129361	WABTEC	786 000	5/9/2013	11/23/2015	60,914 90	41,581 64	19,333 26
MSSB 129361	WABTEC	786 000	5/10/2013	11/23/2015	60,914 90	41,720 09	19,194 81
MSSB 129361	WABTEC	980 000	5/13/2013	11/23/2015	75,949 88	51,862 92	24,086 96
MSSB 129361	WABTEC	231 000	5/14/2013	11/23/2015	17,902 47	12,445 47	5,457 00
MSSB 129361	WABTEC	483 000	5/14/2013	11/24/2015	37,433 79	26,022 35	11,411 44
MSSB 129361	WABTEC	1,966 000	8/27/2013	11/24/2015	152,370 25	114,979 15	37,391 10
MSSB 129361	WYNN RESORTS LTD	599 000	7/6/2012	4/22/2016	56,888 48	55,821 21	1,067 27
MSSB 129361	WYNN RESORTS LTD	473 000	7/6/2012	5/20/2016	42,006 68	44,291 44	(2,284 76)
MSSB 129361	WYNN RESORTS LTD	808 000	9/18/2012	5/20/2016	71,757 72	85,727 35	(13,969 63)
MSSB 132499	CHESAPEAKE ENERGY CORP	25,000 000	11/16/2010	4/12/2016	148,990 73	518,492 75	(369,502 02)
MSSB 132499	CHESAPEAKE ENERGY CORP	10,000 000	11/16/2010	6/29/2016	43,293 04	207,397 10	(164,104 06)
MSSB 132499	CHESAPEAKE ENERGY CORP	46,725 000	11/16/2010	12/18/2015	184,932 33	969,062 95	(784,130 62)
MSSB 132499	SEVENTY SEVEN ENERGY INC COM	14,776 000	11/16/2010	5/20/2016	1,223 81	261,773 84	(260,550 03)
MSSB 132499	SYNCHRONY FINANCIAL	0 806	11/16/2010	11/23/2015	25 57	12 86	12 71
MSSB 129361	TOWERS WATSON & CO CL A	195 000	10/28/2013	1/5/2016	24,417 55	22,297 14	2,120 41
MSSB 129361	TOWERS WATSON & CO CL A	683 000	11/22/2013	1/5/2016	85,524 05	75,719 16	9,804 89
MSSB 129361	TOWERS WATSON & CO CL A	554 000	2/4/2014	1/5/2016	69,370 90	63,379 15	5,991 75
MSSB 129361	TOWERS WATSON & CO CL A	874 000	2/6/2014	1/5/2016	109,440 74	90,706 60	18,734 14
MSSB 129361	TOWERS WATSON & CO CL A	742 000	6/18/2014	1/5/2016	92,911 93	80,359 56	12,552 37
					9,493,355 30	10,089,957 68	(596,602.38)

Rochdale	AFFILIATED MANAGERS GROUP COM	250	6/14/2013	12/15/2015	37,691.36	41,677.40	(3,986.04)
Rochdale	AFFILIATED MANAGERS GROUP COM	80	2/19/2014	12/15/2015	12,061 23	15,216.15	(3,154 92)
Rochdale	ALKERMES PLC SHS	700	5/15/2014	11/11/2015	51,750.04	30,758 21	20,991 83
Rochdale	ALPHABET INC CAP STOCK CLASS C SHA	70	2/2/2012	2/11/2016	47,291.58	20,403 41	26,888.17
Rochdale	ANSYS INC COM	580	5/15/2014	7/24/2015	54,010 75	42,677.04	11,333.71
Rochdale	ATMOS ENERGY CORP COM	380	8/8/2007	10/28/2015	23,638 07	11,415 20	12,222 87
Rochdale	ATMOS ENERGY CORP COM	620	8/14/2007	10/28/2015	38,567 38	16,826.80	21,740.58
Rochdale	AUTODESK INC COM	930	5/22/2014	3/1/2016	50,353.01	47,984.28	2,368 73
Rochdale	AUTODESK INC COM	310	9/2/2015	3/1/2016	16,784 33	14,075 55	2,708 78
Rochdale	BIOGEN INC COM	110	6/5/2014	12/21/2015	32,568 41	35,273.15	(2,704 74)
Rochdale	BRISTOL MYERS SQUIBB CO COM	100	3/6/2008	10/19/2015	6,476.22	2,178 91	4,297 31
Rochdale	BRISTOL MYERS SQUIBB CO COM	228	7/9/2009	10/19/2015	14,765 78	4,439 16	10,326.62
Rochdale	BRISTOL MYERS SQUIBB CO COM	172	1/21/2010	10/19/2015	11,139 10	4,301.39	6,837 71
Rochdale	BRISTOL MYERS SQUIBB CO COM	1488	1/21/2010	10/28/2015	99,380.64	37,212 06	62,168.58
Rochdale	BRISTOL MYERS SQUIBB CO COM	12	2/17/2010	10/28/2015	801.46	294 82	506 64

Rochdale	BUCKEYE PARTNERS L P UNIT LTD PART	450	8/28/2007	10/5/2015	30,884.78	21,929.54	8,955.24
Rochdale	BUCKEYE PARTNERS L P UNIT LTD PART	500	11/11/2009	10/5/2015	34,316.42	25,574.05	8,742.37
Rochdale	CABOT OIL & GAS CORP COM	1290	1/14/2014	8/25/2015	28,408.63	47,930.85	(19,522.22)
Rochdale	CABOT OIL & GAS CORP COM	510	2/21/2014	8/25/2015	11,231.32	18,381.88	(7,150.56)
Rochdale	CALATLANTIC GROUP INC COM STCK	0.407	6/12/2014	10/1/2015	16.64	15.01	1.63
Rochdale	CALATLANTIC GROUP INC COM STCK	1212.322	6/12/2014	2/4/2016	37,135.52	44,679.13	(7,543.61)
Rochdale	CALATLANTIC GROUP INC COM STCK	409.678	1/6/2015	2/4/2016	12,549.15	15,005.61	(2,456.46)
Rochdale	CALIFORNIA RES CORP COM	212	1/11/2012	10/5/2015	734.45	1,785.55	(1,051.10)
Rochdale	CELGENE CORP COM	280	8/28/2012	1/22/2016	30,408.39	10,076.92	20,331.47
Rochdale	CERNER CORP COM	760	7/1/2015	3/28/2016	39,226.69	52,658.20	(13,431.51)
Rochdale	CITY NATL ROCHDALE FDS FXD INC OPP	3541	7/23/2009	12/11/2015	89,020.74	98,333.57	(9,312.83)
Rochdale	CITY NATL ROCHDALE FDS FXD INC OPP	2404.303	7/23/2009	12/11/2015	60,444.18	66,767.49	(6,323.31)
Rochdale	CITY NATL ROCHDALE FDS FXD INC OPP	3999.009	9/14/2009	12/11/2015	100,535.08	111,052.48	(10,517.40)
Rochdale	COMCAST CORP NEW CL A	600	5/29/2009	1/22/2016	33,047.51	8,102.52	24,944.99
Rochdale	COSTCO WHSL CORP NEW COM	520	1/20/2012	3/1/2016	78,315.02	42,313.13	36,001.89
Rochdale	CYBERONICS INC COM	1320	11/12/2012	10/19/2015	91,594.80	60,482.40	31,112.40
Rochdale	DEVON ENERGY CORP NEW COM	1000	9/14/2004	10/19/2015	45,063.17	35,912.90	9,150.27
Rochdale	DIAMONDROCK HOSPITALITY CO COM	1100	5/19/2015	2/4/2016	9,092.43	14,888.50	(5,796.07)
Rochdale	EASTMAN CHEM CO COM	118	12/11/2014	12/21/2015	7,907.50	8,989.24	(1,081.74)
Rochdale	EDWARDS LIFESCIENCES CORP COM	430	6/5/2014	1/22/2016	34,004.89	17,265.47	16,739.42
Rochdale	ENTERPRISE PRODS PARTNERS L P COM	1100	8/28/2007	10/28/2015	28,958.50	15,577.38	13,381.12
Rochdale	ENTERPRISE PRODS PARTNERS L P COM	1900	11/1/2007	10/28/2015	50,019.24	29,072.38	20,946.86
Rochdale	EQT CORP COM	380	3/27/2014	12/9/2015	19,467.23	36,934.40	(17,467.17)
Rochdale	FACEBOOK INC CL A	1280	6/28/2013	2/11/2016	128,898.56	31,848.45	97,050.11
Rochdale	GALLAGHER ARTHUR J & CO COM	1700	4/12/2010	2/11/2016	64,448.99	42,130.59	22,318.40
Rochdale	HOST HOTELS & RESORTS INC COM	3690	4/10/2015	12/21/2015	55,970.37	73,489.30	(17,518.93)
Rochdale	HUNTSMAN CORP COM	400	11/25/2014	7/22/2015	7,940.21	10,694.00	(2,753.79)
Rochdale	HUNTSMAN CORP COM	693	1/6/2015	7/22/2015	13,756.42	14,965.34	(1,208.92)
Rochdale	INTUITIVE SURGICAL INC COM NEW	140	10/18/2013	7/1/2015	67,838.09	52,962.52	14,875.57
Rochdale	ISHARES S&P MC 400GR ETF	500	5/24/2013	7/6/2015	84,961.38	66,566.35	18,395.03
Rochdale	ISHARES S&P MC 400GR ETF	270	5/24/2013	7/8/2015	45,403.52	35,945.83	9,457.69
Rochdale	ISHARES S&P MC 400VL ETF	600	11/12/2012	7/2/2015	77,251.09	50,221.44	27,029.65
Rochdale	ISHARES S&P MC 400VL ETF	96	11/12/2012	7/6/2015	12,333.45	8,035.43	4,298.02
Rochdale	ISHARES S&P MC 400VL ETF	347	4/12/2013	7/6/2015	44,580.28	34,733.21	9,847.07
Rochdale	ISHARES S&P MC 400VL ETF	57	5/8/2013	7/6/2015	7,322.98	5,839.54	1,483.44
Rochdale	ISHARES S&P MC 400VL ETF	393	5/8/2013	7/8/2015	49,749.81	40,262.06	9,487.75
Rochdale	JPMORGAN CHASE & CO ALERIAN ML E	203	12/11/2014	12/15/2015	5,057.79	8,990.87	(3,933.08)
Rochdale	JPMORGAN CHASE & CO ALERIAN ML E	240	6/12/2015	12/15/2015	5,979.66	9,971.57	(3,991.91)
Rochdale	KANSAS CITY SOUTHERN COM NEW	450	4/10/2015	2/17/2016	36,890.24	47,868.75	(10,978.51)
Rochdale	KIMBERLY CLARK CORP COM	700	9/18/2009	10/19/2015	82,033.87	38,919.43	43,114.44
Rochdale	KIMBERLY CLARK CORP COM	300	9/25/2009	10/19/2015	35,157.37	16,675.38	18,481.99
Rochdale	KINDER MORGAN INC DEL COM	2287	11/28/2014	12/8/2015	35,740.57	94,990.54	(59,249.97)
Rochdale	KINDER MORGAN INC DEL COM	228	12/11/2014	12/8/2015	3,563.12	9,012.84	(5,449.72)
Rochdale	LIVANOVA PLC SHS ISIN#GB00BYMTQJ1	1320	10/19/2015	3/9/2016	75,176.32	91,594.80	(16,418.48)
Rochdale	MAXIMUS INC COM	2640	2/6/2012	2/11/2016	121,895.64	59,459.80	62,435.84
Rochdale	OCCIDENTAL PETE CORP DEL COM	530	1/11/2012	8/25/2015	35,855.22	49,429.15	(13,573.93)
Rochdale	ONEOK INC NEW COM	2100	10/22/2009	2/24/2016	44,252.33	34,963.87	9,288.46
Rochdale	POLARIS INDS INC COM	540	6/27/2013	12/21/2015	45,040.14	51,244.92	(6,204.78)
Rochdale	PORTLAND GEN ELEC CO COM NEW	1230	11/24/2009	12/15/2015	45,111.87	23,870.73	21,241.14
Rochdale	PRUDENTIAL FINL INC COM	1320	3/1/2013	5/26/2016	103,647.57	72,732.00	30,915.57
Rochdale	QUALCOMM INC COM	800	8/2/2012	8/5/2015	51,158.09	46,888.64	4,269.45
Rochdale	QUANTA SVCS INC COM	314	12/11/2014	8/26/2015	6,966.96	8,861.08	(1,894.12)
Rochdale	RYDER SYS INC COM	150	5/19/2015	1/8/2016	7,652.04	14,451.75	(6,799.71)
Rochdale	SIGMA ALDRICH CORP COM	345	11/12/2012	11/18/2015	48,300.00	24,067.13	24,232.87
Rochdale	SPECTRA ENERGY CORP COM	1970	10/22/2009	12/10/2015	46,664.30	40,082.80	6,581.50
Rochdale	SPECTRA ENERGY CORP COM	2380	10/22/2009	12/10/2015	56,376.17	48,424.91	7,951.26
Rochdale	STATE STR CORP COM	920	4/17/2013	8/5/2015	71,987.75	52,668.34	19,319.41
Rochdale	TANGER FACTORY OUTLET CTRS INC CO	1400	6/15/2009	10/5/2015	47,218.47	32,739.00	14,479.47
Rochdale	TANGER FACTORY OUTLET CTRS INC CO	1520	6/23/2009	10/5/2015	51,265.76	35,545.20	15,720.56
Rochdale	TCF FINL CORP COM	690	11/25/2014	11/9/2015	10,604.14	10,952.78	(348.64)
Rochdale	TCF FINL CORP COM	1007	1/6/2015	11/9/2015	15,475.89	14,976.51	499.38

Rochdale	TEXTRON INC COM	890	3/15/2013	2/3/2016	28,574.34	27,576.47	997.87
Rochdale	TRANSCANADA CORP COM	500	6/17/2008	12/8/2015	15,092.62	16,367.76	(1,275.14)
Rochdale	TRANSCANADA CORP COM	200	6/30/2008	12/8/2015	6,037.05	7,037.78	(1,000.73)
Rochdale	TRANSCANADA CORP COM	650	6/30/2008	12/8/2015	19,620.41	25,137.71	(5,517.30)
Rochdale	TRANSCANADA CORP COM	1330	8/18/2009	12/8/2015	40,146.37	38,043.99	2,102.38
Rochdale	TWEEDY BROWNE FD INC GLOBAL VALU	4446.816	6/9/2014	6/23/2016	110,325.50	125,000.00	(14,674.50)
Rochdale	TWEEDY BROWNE FD INC GLOBAL VALU	4540.501	5/8/2014	6/23/2016	112,649.83	125,000.00	(12,350.17)
Rochdale	TWEEDY BROWNE FD INC GLOBAL VALU	5397.52	4/8/2015	6/23/2016	133,912.47	148,000.00	(14,087.53)
Rochdale	TWEEDY BROWNE FD INC GLOBAL VALU	5532.71	3/9/2015	6/23/2016	137,266.54	148,000.00	(10,733.46)
Rochdale	TWEEDY BROWNE FD INC GLOBAL VALU	13974.453	2/14/2014	6/23/2016	346,706.18	371,999.95	(25,293.77)
Rochdale	TYSON FOODS INC CL A	600	8/26/2015	10/26/2015	27,081.22	23,895.00	3,186.22
Rochdale	UIL HLDG CORP COM	1820	4/12/2010	12/16/2015	19,110.00	53,197.49	(34,087.49)
Rochdale	UIL HLDG CORP COM	1470	4/13/2010	12/16/2015	15,435.00	42,967.21	(27,532.21)
Rochdale	UNION PAC CORP COM	680	3/1/2013	12/22/2015	52,436.62	46,493.27	5,943.35
Rochdale	UNION PAC CORP COM	180	1/14/2014	12/22/2015	13,880.28	15,193.85	(1,313.57)
Rochdale	VALSPAR CORP COM	380	4/29/2015	3/21/2016	39,604.17	31,015.60	8,588.57
Rochdale	VECTOR GROUP LTD COM	0.65	2/5/2008	9/29/2015	14.74	8.21	6.53
Rochdale	VERITIV CORP COM	0.926	5/5/2010	2/12/2016	26.02	17.11	8.91
Rochdale	VERITIV CORP COM	20.074	7/1/2010	2/12/2016	564.27	342.40	221.87
					4,237,671.70	3,760,832.78	476,838.92
Total Securities					13,731,027.00	13,850,790.46	(119,763.46)
Litigation Proceeds					156.88		156.88
Capital Gain Distributions					338.00		338.00
Passthrough from K-1's					396,059.00		396,059.00
Total Overall					<u>14,127,580.88</u>	<u>13,850,790.46</u>	<u>276,790.42</u>

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

Description	CUSIP #	Check "X" to include in Part IV	Check "X" if Purchaser is a Business	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
Long Term CG Distributions	0											
Short Term CG Distributions	0											
Totals												
Capital Gains/Losses						13,731,027	13,850,790					276,791
Other sales						157						-119,763
						396,059						396,059
						338						338

Part I, Line 11 (990-PF) - Other Income

		72,707	72,126	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	TAX-EXEMPT INCOME	581	0	
2	ROYALTIES FROM K-1	58	58	
3	ORDINARY INCOME FROM K-1	50,824	50,824	
4	1231 GAIN FROM K-1	21,244	21,244	

Part I, Line 16a (990-PF) - Legal Fees

		4,875	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	4,875			0

Part I, Line 16b (990-PF) - Accounting Fees

		34,820	13,928	0	20,892
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ORACLE CAPITAL STRATEGIES, LLC	34,820	13,928		20,892

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

		273,128	257,378	0	15,750
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MANAGEMENT FEES	241,628	241,628		0
2	CONSULTING FEES	31,500	15,750		15,750

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

		16,446	5,943	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INCOME TAX	10,503			
2	FOREIGN TAX WITHHELD	5,045	5,045		
3	STATE TAX WITHHELD	898	898		

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

		120,071	88,950	0	31,121
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT EXPENSES	0	0		
2	INSURANCE	12,201	0		12,201
3	MEALS & ENTERTAINMENT	1,385	692		693
4	POSTAGE	98	0		98
5	CONTRIBUTIONS FROM K-1'S	46	46		
6	SECTION 59(E)(2) EXPENDITURES FROM K-1'S	2,063	2,063		
7	PORTFOLIO DEDUCTIONS FROM K-1'S	76,680	76,680		
8	NONDEDUCTIBLE EXPENSES FROM K-1'S	241	241		
9	BANK SERVICE CHARGE	20	20		
10	SUPPLIES	5,441	0		5,441
11	Rent	21,146	8,458		12,688
12	Dues	750	750		

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

		34,362,340		33,423,507		39,494,218		34,039,809
		Book Value	Book Value	Book Value	Book Value	FMV	FMV	
		Beg of Year	End of Year	Beg of Year	End of Year	Beg of Year	End of Year	
1	SEE ATTACHED							
		34,362,340	33,423,507	39,494,218	34,039,809			

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		0		0		0		0	
		Description		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	SEE ATTACHED								

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	CNI FIXED INCOME OPPORTUNITY FUND	AT COST	3,592,083	3,559,006	3,302,581
2	CS STRATEGIC PARTNERS FEEDER FUND	AT COST	1,058,319	917,039	1,080,826
3	CNI EMERGING MARKETS FUND	AT COST	1,133,364	1,133,700	1,251,510
4	CS STRATEGIC PARTNERS FEEDER VI LP	AT COST	571,678	1,169,048	1,359,097
5	GREENSPRING OPPORTUNITIES III LP	AT COST	348,971	718,209	946,527
6	TWEEDY BROWNE GLOBAL VALUE	AT COST	1,476,358	624,852	585,795
7	STONE RIDGE TR II	AT COST	0	350,000	351,837
8	ALLIANCE BERNSTEIN NEXT 50 EMERGING MARKETS FUND	AT COST	250,000	246,753	243,042
9	ALLIANCE BERNSTEIN EUROPEAN OPPORTUNITIES FUND	AT COST	750,000	808,115	788,591
10	CS STRATEGIC PARTNERS RE VI FEEDER LP	AT COST	68,853	149,162	168,831
11	HARLAND SPEC OPP FUND	AT COST		226,605	226,605
12	GREENSPRING OPPORTUNITY IV LP	AT COST		60,000	59,118

Part II, Line 22 (990-PF) - Other Liabilities

		4,250	26,308
Description		Beginning Balance	Ending Balance
1	PAYROLL TAX PAYABLE	4,250	26,308

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

176,000												0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	AUDREY B DROSSNER		P O BOX 36	RIDERWOOD	MD	21139		TRUSTEE	20 00	98 000		
2	CHARLOTTE FLOYD		P O BOX 36	RIDERWOOD	MD	21139		TRUSTEE	20 00	78 000		
3	RAYMONDA MASON		P O BOX 36	RIDERWOOD	MD	21139		TRUSTEE		0		