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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2015

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year 2015 or tax year beginning

07/01, 2015, and ending

06/30, 2016

Name of foundation: **IR TUW III HERSCHEL JENKINS**

Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX 1802**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **PROVIDENCE, RI 02901-1802**

A Employer identification number
58-6346914

B Telephone number (see instructions)
888-866-3275

C If exemption application is pending, check here.

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

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

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

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

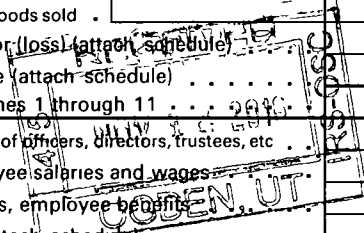
H Check type of organization:
 Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust
 Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 16,684,391.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	367,056	359,376		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-222,840			
	b Gross sales price for all assets on line 6a	2,405,870			
	7 Capital gain net income (from Part IV, line 2)				
	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)	8,615	109		STMT 2	
12 Total. Add lines 1 through 11	152,831	359,485			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	119,508	71,705		47,803
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,603	NONE	NONE	2,603
	c Other professional fees (attach schedule)	21,329	21,329		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,903	8,903		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)	13,536	18,150		
	24 Total operating and administrative expenses. Add lines 13 through 23.	165,879	120,087	NONE	50,406
	25 Contributions, gifts, grants paid	838,307			838,307
26 Total expenses and disbursements. Add lines 24 and 25.	1,004,186	120,087	NONE	888,713	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-851,355				
b Net investment income (if negative, enter -0-)		239,398			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	450,339.	293,605.	293,605.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations(attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	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) STMT 7	15,552,847.	14,993,490.	16,390,786.	
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)	16,003,186.	15,287,095.	16,684,391.	
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 ▶ FUNDS ERRONEOUSLY DEPOSITED)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	16,003,186.	15,287,095.	
	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)	16,003,186.	15,287,095.		
31	Total liabilities and net assets/fund balances (see instructions)	16,003,186.	15,287,095.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 16,003,186.
2	Enter amount from Part I, line 27a	2 -851,355.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3 182,078.
4	Add lines 1, 2, and 3	4 15,333,909.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5 46,814.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 15,287,095.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 2,569,055.		2,524,877.	44,178.	
b -163,185.		103,833.	-267,018.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			44,178.	
b			-267,018.	
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-222,840.
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	896,314.	17,734,034.	0.050542
2013	1,083,643.	17,797,553.	0.060887
2012	708,041.	16,760,150.	0.042246
2011	674,451.	16,258,408.	0.041483
2010	675,523.	16,573,667.	0.040759
2 Total of line 1, column (d)			2 0.235917
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 0.047183
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 16,446,363.
5 Multiply line 4 by line 3			5 775,989.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,394.
7 Add lines 5 and 6			7 778,383.
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.			8 888,713.



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

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Tax under section 511, Add lines 1 and 2, Subtitle A (income) tax, Tax based on investment income, Credits/Payments, Total credits and payments, Enter any penalty, Tax due, Overpayment, and Enter the amount of line 10 to be Credited to 2016 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, foundation file Form 1120-POL, reimbursement, IRS reporting, changes in governing instruments, unrelated business gross income, tax return filing, liquidation, requirements of section 508(e), and substantial contributors.



Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No
				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 ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ▶ <u>(888) 866-3275</u> Located at ▶ <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ▶ <u>02903</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X



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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, NA. 3455 PEACHTREE RD, ATLANTA, GA 30326	TRUSTEE 1	119,508.	-0-	-0-

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

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

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



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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,327,171.
b	Average of monthly cash balances	1b	369,644.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	16,696,815.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	16,696,815.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	250,452.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,446,363.
6	Minimum investment return. Enter 5% of line 5	6	822,318.

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	822,318.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,394.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,394.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	819,924.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	819,924.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	819,924.

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	888,713.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	888,713.
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	2,394.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	886,319.

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				819,924.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			129,968.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010				NONE
b From 2011				NONE
c From 2012				NONE
d From 2013				NONE
e From 2014				NONE
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>888,713.</u>				
a Applied to 2014, but not more than line 2a			129,968.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount.				758,745.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				61,179.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2011				NONE
b Excess from 2012				NONE
c Excess from 2013				NONE
d Excess from 2014				NONE
e Excess from 2015				NONE



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

NOT APPLICABLE

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

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

Table with 5 columns: Tax year (a) 2015, (b) 2014, (c) 2013, (d) 2012, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here [X] 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				
UNITED WAY OF COASTAL EMPIRE PO BOX 2946 SAVANNAH GA 31402-2946	N/A	PC	UNRESTRICTED GENERAL SUPPORT	836,807.
JENKINS HIGH SCHOOL ATTN: WILLIAM BRANNEN 1800 E, DE RENNE AVE. SAVANNAH GA 31406-2148	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,000.
V B JENKINS MEM BOYS CLUB PO BOX 14271 SAVANNAH GA 31416-1271	N/A	PC	UNRESTRICTED GENERAL SUPPORT	500.
Total ▶ 3a				838,307.
b Approved for future payment				
Total ▶ 3b				

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,300.	2,300.
FOREIGN DIVIDENDS	58,297.	58,297.
NONDIVIDEND DISTRIBUTIONS	10,455.	
DOMESTIC DIVIDENDS	121,628.	121,628.
OTHER INTEREST	41,075.	41,075.
FOREIGN INTEREST	1,372.	1,372.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	10,969.	10,969.
NON-TAXABLE FOREIGN INCOME	-2,775.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	102.	102.
MARKET DISCOUNT - OTHER INTEREST	40.	40.
NONQUALIFIED FOREIGN DIVIDENDS	18,263.	18,263.
NONQUALIFIED DOMESTIC DIVIDENDS	105,330.	105,330.
TOTAL	367,056.	359,376.

IR TUW III HERSCHEL JENKINS

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FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER INCOME	30.	30.
EXCISE TAX REFUND	8,585.	
PARTNERSHIP INCOME		79.
	-----	-----
TOTALS	8,615.	109.
	=====	=====



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FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	2,603.			2,603.
TOTALS	2,603.	NONE	NONE	2,603.



FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY FEES	21,329.	21,329.
TOTALS	21,329.	21,329.
	=====	=====



FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	8,163.	8,163.
FOREIGN TAXES ON QUALIFIED FOR	487.	487.
FOREIGN TAXES ON NONQUALIFIED	253.	253.
TOTALS	8,903.	8,903.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSE-PRINCI	1,279.	1,279.
OTHER ALLOCABLE EXPENSE-INCOME	1,279.	1,279.
OTHER INVESTMENT FEE	47.	47.
DIVIDEND INVESTMENT EXPENSE -	10,931.	10,931.
PARTNERSHIP EXPENSES		4,614.
TOTALS	13,536.	18,150.

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FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	15,552,847.	14,993,490.	16,390,786.
TOTALS		15,552,847.	14,993,490.	16,390,786.

=====



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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJU	149.
PARTNERSHIP ADJUSTMENT	162,948.
SALES ADJUSTMENT	18,981.

TOTAL	182,078.
	=====



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

=====

DESCRIPTION -----	AMOUNT -----
SECURITIES ADJUSTMENT	13,353.
COMMON TRUST FUND ADJUSTMENT	32,834.
ACCRUED INTEREST	602.
ROUNDING	25.

TOTAL	46,814.
	=====



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GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-81,247.00	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- -81,247.00 =====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	21,088.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-162,948.00	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- -141,860.00 =====

IR TUW III HERSCHEL JENKINS
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Balance Sheet
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Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	293604.540	293,604.54	293,604.54
001228105	AG MTG INVT TR INC	151.000	2,607.22	2,180.44
001744101	AMN HEALTHCARE SVCS INC	139.000	4,106.63	5,555.83
00182C103	ANI PHARMACEUTICALS INC	69.000	3,673.09	3,851.58
00206RDA7	AT&T INC	20000.000	21,708.80	22,395.00
002474104	AZZ INC	86.000	3,797.08	5,158.28
002824100	ABBOTT LABS	392.000	12,643.82	15,409.52
00287Y109	ABBVIE INC	180.000	11,039.69	11,143.80
003654100	ABIOMED INC	45.000	1,125.67	4,918.05
00404A109	ACADIA HEALTHCARE CO INC	865.000	48,222.74	47,921.00
004225108	ACADIA PHARMACEUTICALS INC	65.000	504.20	2,109.90
004498101	ACI WORLDWIDE INC	390.000	7,525.38	7,608.90
00507V109	ACTIVISION BLIZZARD INC	178.000	6,705.35	7,054.14
00508X203	ACTUANT CORP	346.000	9,603.07	7,823.06
00508Y102	ACUITY BRANDS INC	60.000	8,787.16	14,877.60
00724F101	ADOBE SYS INC	450.000	36,715.84	43,105.50
00738A106	ADTRAN INC	166.000	2,701.81	3,095.90
00766T100	AECOM	136.000	4,388.28	4,320.72
00817YAT5	AETNA INC NEW	22000.000	22,191.84	22,285.78
008252108	AFFILIATED MANAGERS GROUP	91.000	17,130.81	12,810.07
00847X104	AGIOS PHARMACEUTICALS INC	24.000	2,339.01	1,005.48
00971T101	AKAMAI TECHNOLOGIES INC	158.000	9,859.45	8,836.94
009728106	AKORN INC	174.000	4,861.71	4,956.39
014339105	ALDER BIOPHARMACEUTICALS INC	69.000	2,723.97	1,722.93
014491104	ALEXANDER & BALDWIN INC NEW	59.000	1,898.17	2,132.26
015351109	ALEXION PHARMACEUTICALS INC	455.000	79,997.14	53,125.80
018581108	ALLIANCE DATA SYS CORP	60.000	14,849.59	11,755.20
01988P108	ALLSCRIPTS-MISYS HEALTHCARE	305.000	3,693.28	3,873.50
020002101	ALLSTATE CORP	213.000	12,113.70	14,899.35
02005N100	ALLY FINL INC	264.000	4,651.31	4,506.48
02079K107	ALPHABET INC	177.000	76,324.80	122,501.70
02209S103	ALTRIA GROUP INC	357.000	12,235.17	24,618.72
023135106	AMAZON COM INC	100.000	9,781.31	71,562.00
025537101	AMERICAN ELEC PWR INC	111.000	3,424.73	7,779.99
02553E106	AMERICAN EAGLE OUTFITTERS NEW	138.000	2,035.05	2,198.34

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Cusip	Asset	Units	Basis	Market Value
025816109	AMERICAN EXPRESS CO	180 000	14,368.56	10,936.80
0258M0EB1	AMERICAN EXPRESS CR CORP	22000 000	22,077 88	22,390 28
03027X100	AMERICAN TOWER CORP	948.000	72,620 69	107,702.28
035242AN6	ANHEUSER-BUSCH INBEV FIN INC	22000 000	22,099.85	25,780 48
03662Q105	ANSYS INC	66 000	5,083.46	5,989.50
03761U106	APOLLO INVT CORP	616 000	4,940 21	3,412 64
03762U105	APOLLO COML REAL ESTATE FIN INC	273.000	4,527.64	4,387 11
037833100	APPLE INC	229 000	18,287 78	21,892 40
03820C105	APPLIED INDL TECHNOLOGIES INC	83.000	3,283 46	3,746 62
039483102	ARCHER DANIELS MIDLAND CO	367.000	15,851.52	15,740 63
040413106	ARISTA NETWORKS INC	74.000	5,328.82	4,764.12
042068106	ARM HLDGS PLC	847 000	31,616.26	38,546.97
04238R106	ARMSTRONG FLOORING INC	34 000	366 22	576 30
04247X102	ARMSTRONG WORLD INDS INC	68 000	2,490 72	2,662 20
04316A108	ARTISAN PARTNERS ASSET MGMT INC	131 000	3,919 23	3,626.08
044209104	ASHLAND INC	130.000	13,992 42	14,920 10
046353AB4	ASTRAZENECA PLC	29000 000	31,990 55	30,642.85
046433108	ASTRONICS CORP COM	88 000	3,858 68	2,926.88
04685W103	ATHENAHEALTH INC	479 000	59,507 21	66,106 79
053015103	AUTOMATIC DATA PROCESSING INC	133 000	6,389 80	12,218.71
05508R106	B & G FOODS INC	107 000	3,954.12	5,157.40
05566U108	BOFI HLDG INC	160 000	5,096.55	2,833 60
05969A105	BANCORP INC	261.000	2,364 35	1,571.22
063904106	BANK OF THE OZARKS INC	91.000	3,776 63	3,414.32
073295107	BBCN BANCORP INC	545.000	8,051 96	8,131 40
073302101	BE AEROSPACE INC	213 000	11,809.79	9,835.27
084664BS9	BERKSHIRE HATHAWAY FIN CORP	22000 000	22,209.35	22,182 60
089302103	BIG LOTS INC	89 000	4,415 86	4,459 79
09061G101	BIOMARIN PHARMACEUTICAL INC	465 000	33,193 20	36,177 00
09247X101	BLACKROCK INC	36.000	6,788 69	12,331 08
100557107	BOSTON BEER INC	24 000	4,995.55	4,104.72
109641100	BRINKER INTL INC	92 000	4,390 57	4,188 76
109696104	BRINKS CO	90.000	2,311 42	2,564.10
110122108	BRISTOL MYERS SQUIBB CO	209.000	13,921 57	15,371 95
11133B409	BROADSOFT INC	104 000	3,495.65	4,267 12

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Cusip	Asset	Units	Basis	Market Value
11133T103	BROADRIDGE FINL SOLUTIONS INC	83 000	3,545 10	5,411.60
117043109	BRUNSWICK CORP	196.000	6,535.18	8,882 72
122017106	BURLINGTON STORES INC	319 000	16,640 63	21,280.49
125134106	CEB INC	17 000	999 92	1,048.56
12514G108	CDW CORP	266 000	11,129 00	10,661 28
125509109	CIGNA CORP	85 000	11,913 31	10,879 15
125581801	CIT GROUP INC	443.000	18,430.90	14,136.13
12572Q105	CME GROUP INC	127 000	7,516 69	12,369 80
125896100	CMS ENERGY CORP	140.000	3,205 98	6,420.40
12621E103	CNO FINL GROUP INC	314 000	5,372 68	5,482 44
12650T104	CSRA INC	148 000	4,882.71	3,467 64
126650100	CVS HEALTH CORP	1137 000	96,759 35	108,856.38
126650CJ7	CVS CAREMARK CORP	27000 000	27,080.52	28,114 29
12685J105	CABLE ONE INC	12 000	6,048.87	6,136.92
127055101	CABOT CORP	87.000	2,933 21	3,972 42
132011107	CAMBREX CORP	145.000	5,428 06	7,500 85
14161H108	CARDTRONICS INC	88.000	2,369 28	3,503 28
144577103	CARRIZO OIL & CO INC	116 000	6,412 48	4,158 60
14964U108	CAVIUM INC	94 000	5,883 61	3,628.40
150870103	CELANESE CORP DEL	90 000	5,570 36	5,890.50
151020104	CELGENE CORP	834 000	59,907.89	82,257 42
156782104	CERNER CORP	1041 000	45,195 53	61,002 60
159864107	CHARLES RIV LABORATORIES INTL	60 000	3,643 61	4,946 40
16208T102	CHATHAM LODGING TR	226 000	5,136 33	4,967 48
16359R103	CHEMED CORP	44 000	4,561 91	5,997 64
166764100	CHEVRON CORP	128.000	12,979 61	13,418 24
16938C106	CHINA BIOLOGIC PRODS INC	25 000	1,349 56	2,658 00
169656105	CHIPOTLE MEXICAN GRILL INC	101 000	56,205 98	40,678.76
171340102	CHURCH & DWIGHT INC	133 000	9,398 47	13,684 37
171779309	CIENA CORP	208 000	3,719.02	3,900 00
172755100	CIRRUS LOGIC CORP	129 000	3,889.93	5,003 91
17275R102	CISCO SYS INC	732 000	17,099 45	21,001.08
17275RAE2	CISCO SYS INC	19000 000	21,115 24	20,877 39
172967424	CITIGROUP INC	260 000	11,289 95	11,021 40
172967JP7	CITIGROUP INC	22000 000	21,569.68	22,534 60

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Balance Sheet

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Cusip	Asset	Units	Basis	Market Value
17878Y108	CIVEO CORP	254.000	2,317 10	457.20
184496107	CLEAN HBRS INC	138 000	6,663 86	7,191 18
19624R106	COLONY CAPITAL INC	552 000	11,269.03	8,473 20
19625X102	COLONY STARWOOD HOMES	56 000	1,379 66	1,703.52
198516106	COLUMBIA SPORTSWEAR CO	115 000	5,427 83	6,617 10
20030N101	COMCAST CORP	789 000	34,416.98	51,434 91
20030NAU5	COMCAST CORP	19000 000	21,043 07	20,389.66
201723103	COMMERCIAL METALS CO	331.000	4,906 64	5,593 90
205306103	COMPUTER PROGRAMS & SYS INC	44.000	2,580 26	1,756 48
205363104	COMPUTER SCIENCES CORP	97 000	2,376.97	4,816.05
20564W105	COMSCORE INC	104 000	5,047.93	2,483 52
212485106	CONVERGYS CORP	407 000	7,404.38	10,175 00
216648402	COOPER COS INC	50 000	8,267 92	8,578 50
216831107	COOPER TIRE & RUBR CO	126 000	4,953 88	3,757 32
217204106	COPART INC	115 000	3,635.39	5,636 15
22160K105	COSTCO WHSL CORP NEW	367.000	38,344 72	57,633 68
22410J106	CRACKER BARREL OLD CTRY STORE	36.000	4,709.16	6,172 92
22822V101	CROWN CASTLE INTL CORP	55.000	4,730 99	5,578 65
229899109	CULLEN / FROST BANKERS INC	173.000	9,334 91	11,025 29
23331A109	D R HORTON INC	325.000	7,484.15	10,231 00
235825205	DANA HLDG CORP	727.000	14,886 35	7,677.12
235851102	DANAHER CORP DEL	254.000	15,620.12	25,654.00
238337109	DAVE & BUSTERS ENTMT INC	93.000	4,395.38	4,351 47
24422ERR2	DEERE JOHN CAP CORP	27000.000	27,371 43	27,746.55
25278X109	DIAMONDBACK ENERGY INC	73.000	5,414 26	6,658.33
254423106	DINEEQUITY INC	48.000	4,492 80	4,069 44
25468PCW4	DISNEY WALT CO NEW	23000.000	22,679 95	23,778 55
25659T107	DOLBY LABORATORIES INC	126.000	4,537.92	6,029 10
256677105	DOLLAR GEN CORP	159.000	10,596.85	14,946 00
25746U109	DOMINION RES INC VA NEW	61.000	3,057 93	4,753.73
25754A201	DOMINOS PIZZA INC	87.000	10,391.42	11,430 06
260003108	DOVER CORP	253.000	14,344 84	17,537 96
260543103	DOW CHEM CO	91 000	4,250 15	4,523 61
26138E109	DR PEPPER SNAPPLE INC	89.000	8,265 14	8,600 07
263534109	DU PONT E.I DE NEMOURS & CO	112 000	7,620 14	7,257.60

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Cusip	Asset	Units	Basis	Market Value
267475101	DYCOM INDS INC	24 000	780.39	2,154.24
26852W103	E-HOUSE CHINA HLDGS LTD	236.000	2,267 94	1,526.92
26875P101	EOG RES INC	204.000	18,294 83	17,017.68
26884L109	EQT CORP	121 000	9,455.55	9,369 03
26969P108	EAGLE MATERIALS INC	49 000	2,791 77	3,780.35
27579R104	EAST WEST BANCORP INC	271 000	9,240 46	9,262.78
277432100	EASTMAN CHEM CO	133.000	10,706.84	9,030.70
28176E108	EDWARDS LIFESCIENCES CORP	107 000	8,944 49	10,671 11
283677854	EL PASO ELEC CO	148 000	5,229 50	6,995 96
29099J109	EMERGING MARKETS STOCK	25049.654	1,016,295 22	1,094,106.26
29251M106	ENANTA PHARMACEUTICALS INC	82.000	3,399 83	1,808.10
29272W109	ENERGIZER HLDGS INC	91 000	3,020 86	4,685 59
29379VAP8	ENTERPRISE PRODS OPER LLC	20000.000	22,129.79	22,501 80
29444U700	EQUINIX INC	180.000	31,674 62	69,791 40
297178105	ESSEX PPTY TR INC	20.000	4,669.58	4,561 80
298736109	EURONET WORLDWIDE INC	289.000	17,550 49	19,995 91
30034T103	EVERI HOLDINGS INC	89 000	375 20	102 35
30040W108	EVERSOURCE ENERGY	114 000	5,605 58	6,828 60
30231G102	EXXON MOBIL CORP	379 000	27,356 08	35,527 46
30249U101	FMC TECHNOLOGIES INC	188.000	6,209 27	5,013.96
30303M102	FACEBOOK INC	925 000	70,389 54	105,709 00
311900104	FASTENAL CO	257 000	11,932 80	11,408 23
3128M6T65	FEDERAL HOME LN MTG CORP	20715 976	22,127.25	22,575 23
3128MAEP0	FEDERAL HOME LN MTG CORP	20262.170	22,009 76	22,107 65
3128MJMS6	FEDERAL HOME LN MTG CORP	17947 914	19,047.23	19,681 86
3128MJTQ3	FEDERAL HOME LN MTG CORP	50694.800	53,253.31	54,288 55
3128MJW71	FEDERAL HOME LN MTG CORP	12257 470	13,134.65	13,119.29
31292LER2	FED HOME LN MTG CORP	34627 670	36,597 12	37,238.25
31292SCA6	FEDERAL HOME LN MTG CORP	2986.237	3,234 00	3,256.94
3132JPJF0	FEDERAL HOME LN MTG CORP	8235.232	8,554 34	8,819 03
3132M6EW6	FEDERAL HOME LN MTG CORP	4122.419	4,441 91	4,494 92
3132M9TT1	FEDERAL HOME LN MTG CORP	10030.454	10,677 73	10,731 78
3137EADP1	FEDERAL HOME LN MTG CORP	45000 000	44,571 28	45,082 80
3138ASSD5	FEDERAL NATL MTG ASSN	26383.577	28,261 05	28,925.63
3138EJJP4	FEDERAL NATL MTG ASSN	6867.476	7,622 91	7,637 18

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Cusip	Asset	Units	Basis	Market Value
3138LRWX6	FEDERAL NATL MTG ASSN	13641.314	13,764.93	14,438 10
3138LYML8	FEDERAL NATL MTG ASSN	8548.670	8,829.20	8,891 47
3138MBMB9	FEDERAL NATL MTG ASSN	16031 005	15,510 01	16,673.85
3138NYQR9	FEDERAL NATL MTG ASSN	33070.251	34,654 00	34,902 01
3138WAHH3	FEDERAL NATL MTG ASSN	16761 235	17,958 09	18,283 49
3138WCQG1	FEDERAL NATL MTG ASSN	43823 206	46,973.01	46,967.52
3138WTUT1	FEDERAL NATL MTG ASSN	3388 459	3,340.81	3,523.76
3138XV4Q0	FEDERAL NATL MTG ASSN	1517.028	1,620.85	1,625 87
3138Y3M57	FEDERAL NATL MTG ASSN	2769.878	3,004.45	3,030 39
3138YHRS1	FEDERAL NATL MTG ASSN	894.821	906 59	929.46
3138YPVA7	FEDERAL NATL MTG ASSN	1959.250	2,043 13	2,068 61
31410FYY5	FEDERAL NATL MTG ASSN	4655.725	5,134.40	5,165 90
31410LNY4	FEDERAL NATL MTG ASSN	37066 940	40,518 81	41,127.25
31418AX60	FEDERAL NATL MTG ASSN	1560.947	1,597.53	1,650 37
31418BG34	FEDERAL NATL MTG ASSN	791 431	842.87	848 54
31418BU79	FEDERAL NATL MTG ASSN	39300.942	42,052 01	42,160 87
31419GYQ1	FEDERAL NATL MTG ASSN	12847 577	13,355.44	13,577 96
31620M106	FIDELITY NATL INFORMATION SVCS	188.000	8,460 39	13,851 84
31620R303	FNF GROUP	332 000	9,267 77	12,450 00
316773100	FIFTH THIRD BANCORP	532 000	10,167 21	9,357.88
31678A103	FIFTH ST FIN CORP	477 000	4,205.04	2,313 45
317485100	FINANCIAL ENGINES INC	103 000	3,016 50	2,664 61
320517105	FIRST HORIZON NATL CORP	365 000	4,684 20	5,029 70
33582V108	FIRST NIAGARA FINL GROUP INC	454.000	3,906 84	4,421 96
337738108	FISERV INC	250.000	20,665.38	27,182 50
34964C106	FORTUNE BRANDS HOME & SEC INC	248 000	10,908.71	14,376 56
35471R106	FRANKLIN STR PPTYS CORP	541 000	6,115 63	6,638 07
36191G107	GNC HLDGS INC	214.000	6,935 95	5,198.06
36237H101	G-III APPAREL GROUP LTD	116.000	4,909 08	5,303 52
366651107	GARTNER GROUP INC NEW	96 000	7,083.72	9,351 36
369550108	GENERAL DYNAMICS CORP	97 000	14,618.05	13,506.28
369604103	GENERAL ELEC CO	729.000	18,905 01	22,948 92
36962G3P7	GENERAL ELEC CAP CORP	28000.000	32,676 90	37,869 16
370334104	GENERAL MLS INC	521 000	23,343 96	37,157 72
372460105	GENUINE PARTS CO	63.000	5,691 94	6,378 75

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Cusip	Asset	Units	Basis	Market Value
37247D106	GENWORTH FINL INC	475 000	3,544.94	1,225.50
37518B102	GIGAMON INC	73 000	2,711.45	2,729.47
377316104	GLATFELTER	275.000	5,858.38	5,379.00
37940X102	GLOBAL PMTS INC	64 000	2,228.51	4,568.32
379577208	GLOBUS MED INC CL A	396 000	8,301.39	9,436.68
38141G104	GOLDMAN SACHS GROUP INC	149 000	20,429.14	22,138.42
38143U8H7	GOLDMAN SACHS GROUP INC	32000.000	32,852.80	33,680.00
384109104	GRACO INC	103.000	7,858.75	8,135.97
391164100	GREAT PLAINS ENERGY INC	419.000	10,075.18	12,737.60
39304D102	GREEN DOT CORP	214.000	4,778.14	4,919.86
401617105	GUESS INC	65.000	1,422.03	978.25
40418F108	HFF INC	88.000	2,659.36	2,541.44
405024100	HAEMONETICS CORP	136.000	5,140.05	3,942.64
405217100	HAIN CELESTIAL GROUP INC	112 000	4,466.99	5,572.00
413086109	HARMAN INTL INDS INC	75.000	8,654.37	5,386.50
413160102	HARMONIC INC	387.000	2,499.98	1,102.95
415864107	HARSCO CORP	140.000	1,269.49	929.60
418056107	HASBRO INC	164.000	9,064.96	13,774.36
428291108	HEXCEL CORP NEW	98 000	3,846.49	4,080.72
437076102	HOME DEPOT INC	203 000	12,653.33	25,921.07
437076BL5	HOME DEPOT INC	22000 000	22,147.40	22,595.54
438516106	HONEYWELL INTL INC	372 000	24,702.76	43,271.04
445658107	HUNT J B TRANS SVCS INC	99.000	7,216.62	8,012.07
449172105	HYSTER-YALE MATLS HANDLING INC	38 000	1,915.18	2,260.62
45168D104	IDEXX LABS INC	132 000	8,837.18	12,257.52
452308109	ILLINOIS TOOL WKS INC	170.000	14,201.13	17,707.20
452327109	ILLUMINA INC	365.000	53,311.62	51,238.70
45245E109	IMAX CORP	115.000	4,081.76	3,390.20
45784P101	INSULET CORP	68.000	1,409.16	2,056.32
458118106	INTEGRATED DEVICE TECHNOLOGY	324.000	4,926.84	6,522.12
458140100	INTEL CORP	311 000	6,296.35	10,200.80
45841N107	INTERACTIVE BROKERS GROUP INC	115 000	2,918.69	4,071.00
46069S109	INTERSIL CORP	427 000	5,673.50	5,781.58
46120E602	INTUITIVE SURGICAL INC	16 000	9,311.34	10,582.56
46145F105	INVESTMENT TECHNOLOGY GRP NEW	173.000	2,966.80	2,892.56

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46146L101	INVESTORS BANCORP INC NEW	1361 000	14,317 10	15,079.88
464287507	ISHARES CORE S&P MID CAP ETF	3467.000	347,742.60	517,935.13
464287655	ISHARES RUSSELL 2000 ETF	4034 000	361,904 60	463,829.32
46625H100	J P MORGAN CHASE & CO	1249 000	52,253.28	77,612.86
46625HJT8	JPMORGAN CHASE & CO	42000 000	43,255.02	45,373.44
47102X105	JANUS CAP GROUP INC	552 000	8,122 22	7,683 84
478160104	JOHNSON & JOHNSON	581.000	40,996.81	70,475 30
478366107	JOHNSON CTLS INC	219.000	5,511 35	9,692 94
48123V102	J2 GLOBAL INC	41.000	2,891 25	2,589 97
482539103	KLX INC	282 000	11,120.42	8,742 00
489170100	KENNAMETAL INC	194 000	5,554 66	4,289 34
49338L103	KEYSIGHT TECHNOLOGIES INC	266 000	8,960.82	7,737.94
494368103	KIMBERLY CLARK CORP	85 000	6,866.34	11,685.80
50060P106	KOPPERS HLDGS INC	141 000	4,535.60	4,332 93
500643200	KORN FERRY INTL	149 000	3,989.58	3,084 30
501889208	LKQ CORP	507.000	13,775.05	16,071 90
505336107	LA Z BOY INC	190 000	5,294 07	5,285.80
50540R409	LABORATORY CORP AMER HLDGS	89.000	10,978.26	11,594 03
512807108	LAM RESEARCH CORP	90 000	7,178.66	7,565 40
535919203	LIONS GATE ENTMT CORP	250 000	7,941 53	5,057.50
536797103	LITHIA MTRS INC	59 000	4,554.63	4,193.13
539830109	LOCKHEED MARTIN CORP	73 000	14,339 45	18,116.41
539830BF5	LOCKHEED MARTIN CORP	22000.000	21,998 68	22,701 14
55261F104	M & T BK CORP	109.000	13,727.19	12,887 07
55345K103	MRC GLOBAL INC	249 000	4,028.62	3,538 29
553777103	MTS SYS CORP	84 000	5,543 06	3,682.56
562750109	MANHATTAN ASSOCS INC	182 000	7,944.68	11,671 66
57060D108	MARKETAXESS HLDGS INC	36 000	2,161.80	5,234 40
57164Y107	MARRIOTT VACATIONS WORLDWIDE	68 000	4,531 21	4,657 32
571748102	MARSH & MCLENNAN COS INC	243.000	9,553 44	16,635 78
574795100	MASIMO CORP	60.000	1,265 12	3,150 90
576485205	MATADOR RES CO	123 000	3,172 16	2,435 40
576853105	MATRIX SVC CO	158 000	4,014 78	2,605 42
57686G105	MATSON INC	178 000	5,407 25	5,747 62
577933104	MAXIMUS INC	98.000	4,018.97	5,426 26

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579780206	MCCORMICK & CO INC	117 000	7,750.37	12,480 39
580135101	MCDONALDS CORP	86 000	7,333 22	10,349 24
58471A105	MEDIDATA SOLUTIONS INC	98 000	4,452.73	4,593 26
58502B106	MEDNAX INC	171 000	11,819.28	12,385 53
58933Y105	MERCK & CO INC	895.000	46,354.84	51,560.95
59156R108	METLIFE INC	425 000	13,299 19	16,927.75
594918104	MICROSOFT CORP	778 000	24,479.19	39,810 26
594918BD5	MICROSOFT CORP	34000 000	33,817.76	34,550.12
596278101	MIDDLEBY CORP	103 000	9,219 05	11,870 75
60877T100	MOMENTA PHARMACEUTICALS INC	215.000	2,504.90	2,322 00
609839105	MONOLITHIC PWR SYS INC	90.000	5,620.19	6,148.80
61174X109	MONSTER BEVERAGE CORP	358 000	49,019 51	57,534.18
61747YDT9	MORGAN STANLEY	20000.000	20,149 47	20,496 00
61761JVL0	MORGAN STANLEY	22000.000	22,044 50	23,020 14
626717102	MURPHY OIL CORP	393 000	15,568 71	12,477 75
631103108	NASDAQ INC	251.000	9,512.54	16,232 17
639050103	NATUS MEDICAL INC COM	124 000	3,560 65	4,687 20
641069406	NESTLE S A	234 000	12,750 25	18,050 76
65339F101	NEXTERA ENERGY INC	70 000	4,788.64	9,128 00
665859104	NORTHERN TR CORP	282 000	21,308 43	18,685 32
666807102	NORTHROP GRUMMAN CORP	141.000	21,851.96	31,341.48
67103H107	O REILLY AUTOMOTIVE INC	45.000	6,828 81	12,199.50
674599105	OCCIDENTAL PETE CORP DEL	366.000	23,515 52	27,654.96
683745103	OPHTHOTECH CORP	68 000	2,610 94	3,470.04
68389XBC8	ORACLE CORP	23000 000	22,073 56	23,903 67
690768403	OWENS ILL INC	537.000	13,597.37	9,671.37
69318G106	PBF ENERGY INC	215.000	5,451 82	5,112 70
69331C108	PG&E CORP	123.000	7,058 58	7,862 16
693390700	PIMCO TOTAL RETURN FUND	63591 695	686,661.38	655,630.38
693390841	PIMCO HIGH YIELD FD	49302.954	457,168 83	420,554 20
693475105	PNC FINL SVCS GROUP INC	321.000	23,743.98	26,126 19
693506107	PPG INDS INC	281 000	30,422 63	29,266 15
69354N106	PRA GROUP INC	107 000	5,001.56	2,582 98
695156109	PACKAGING CORP AMER	208 000	12,944.21	13,921.44
701094104	PARKER HANNIFIN CORP	50 000	3,969 37	5,402.50

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Cusip	Asset	Units	Basis	Market Value
703481101	PATTERSON-UTI ENERGY INC	60 000	798.13	1,279.20
70509V100	PEBBLEBROOK HOTEL TR	42.000	1,033.26	1,102.50
713448108	PEPSICO INC	166.000	15,930.94	17,586.04
717081103	PFIZER INC	1350 000	25,340.49	47,533.50
71714F104	PHARMERICA CORP	52 000	1,425.86	1,282.32
718172109	PHILIP MORRIS INTL INC	678 000	56,992.94	68,966.16
720186105	PIEDMONT NAT GAS INC	24 000	818.30	1,442.88
723484101	PINNACLE WEST CAP CORP	226 000	12,603.14	18,319.56
737630103	POTLATCH CORP	62 000	2,017.64	2,114.20
739276103	POWER INTEGRATIONS INC	79 000	4,063.25	3,955.53
73935S105	POWERSHARES DB COMMODITY	29405 000	714,647.07	451,366.75
74112D101	PRESTIGE BRANDS HLDGS INC	67.000	3,569.07	3,711.80
74144T108	PRICE T ROWE GROUP INC	82 000	5,221.76	5,983.54
741503403	PRICELINE GROUP INC	61 000	36,704.11	76,153.01
742718109	PROCTER & GAMBLE CO	143 000	9,497.34	12,107.81
742962103	PRIVATEBANCORP INC	112 000	3,555.86	4,931.36
743713109	PROTO LABS INC	58.000	4,170.56	3,338.48
744320102	PRUDENTIAL FINL INC	112 000	2,566.58	7,990.08
74460D109	PUBLIC STORAGE INC	65 000	10,887.94	16,613.35
750469207	RADIUS HEALTH INC	30.000	2,053.43	1,102.50
754907103	RAYONIER INC	252 000	6,123.40	6,612.48
760759100	REPUBLIC SVCS INC	229.000	9,892.33	11,749.99
773903109	ROCKWELL AUTOMATION INC	82 000	9,276.02	9,415.24
783332109	RUTHS HOSPITALITY GROUP INC	150 000	2,638.20	2,392.50
78355W106	RYDEX ETF TR	7500 000	605,287.50	602,625.00
78377T107	RYMAN HOSPITALITY PPTYS INC	55.000	2,650.30	2,785.75
79466L302	SALESFORCE COM INC	1296 000	35,646.72	102,915.36
79546E104	SALLY BEAUTY HLDGS INC	134 000	3,624.74	3,940.94
806857108	SCHLUMBERGER LTD	463.000	36,907.66	36,614.04
808513105	SCHWAB CHARLES CORP NEW	1478.000	27,102.07	37,408.18
808625107	SCIENCE APPLICATIONS INTL CORP	73.000	3,953.21	4,259.55
811904101	SEACOR HLDGS INC	86 000	6,147.56	4,983.70
81616X103	SELECT COMFORT CORP	93.000	1,461.76	1,988.34
816851109	SEMPRA ENERGY	56 000	3,674.16	6,385.12
81762P102	SERVICENOW INC	817.000	47,296.55	54,248.80

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Cusip	Asset	Units	Basis	Market Value
822582AW2	SHELL INTL FIN B V	22000.000	22,049.40	22,379.72
824348106	SHERWIN WILLIAMS CO	28 000	4,205.60	8,222.76
827048109	SILGAN HOLDINGS INC	87 000	4,138.22	4,477.02
828806109	SIMON PPTY GROUP INC NEW	45 000	6,812.00	9,760.50
830566105	SKECHERS U S A INC	221 000	4,355.83	6,568.12
831865209	SMITH A O	194 000	12,379.73	17,093.34
832696405	SMUCKER J M CO	113 000	14,630.83	17,222.33
833034101	SNAP ON INC	73 000	11,718.37	11,520.86
835898107	SOTHEBYS HLDGS INC	63.000	1,347.10	1,726.20
842587CV7	SOUTHERN CO UNSECD SR NT	22000 000	22,021.78	22,851.84
848637104	SPLUNK INC	1012.000	51,962.81	54,830.16
84920Y106	SPORTSMANS WHSE HLDGS INC	275.000	3,914.65	2,216.50
855244109	STARBUCKS CORP	1309.000	34,515.93	74,770.08
85571B105	STARWOOD PPTY TR INC	133 000	2,907.81	2,755.76
858155203	STEELCASE INC	302.000	5,032.32	4,098.14
858912108	STERICYCLE INC	65 000	7,531.53	6,767.80
86800U104	SUPER MICRO COMPUTER INC	94 000	3,911.87	2,335.90
871237103	SYKES ENTERPRISES INC	142 000	2,017.70	4,112.32
87157D109	SYNAPTICS INC	46 000	3,049.31	2,472.50
871607107	SYNOPSIS INC	186.000	9,086.78	10,058.88
87162H103	SYNTEL INC	82 000	3,587.07	3,711.32
872275102	TCF FINL CORP	267 000	4,239.40	3,377.55
872540109	TJX COS INC NEW	80.000	5,642.64	6,178.40
87612E106	TARGET CORP	206 000	10,647.12	14,382.92
880779103	TEREX CORP NEW	130 000	2,956.77	2,640.30
881609101	TESORO CORP	20 000	1,324.56	1,498.40
88162F105	TETRA TECHNOLOGIES INC DEL	363 000	2,923.89	2,312.31
88164L100	TESSERA TECHNOLOGIES INC	86.000	2,583.68	2,635.04
882508104	TEXAS INSTRS INC	666.000	29,069.06	41,724.90
883556102	THERMO FISHER SCIENTIFIC CORP	112 000	4,483.23	16,549.12
88579Y101	3M CO	94.000	10,274.14	16,461.28
886423102	TIDEWATER INC	183 000	3,257.94	807.03
887317303	TIME WARNER INC	267 000	20,858.96	19,635.18
89233P6S0	TOYOTA MTR CR CORP	22000 000	21,991.15	22,089.54
892356106	TRACTOR SUPPLY CO	140 000	9,163.44	12,765.20

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Cusip	Asset	Units	Basis	Market Value
893641100	TRANSDIGM GROUP INC	62.000	11,466 17	16,348.78
89417E109	TRAVELERS COS INC	178 000	8,907 80	21,189 12
89531P105	TREX INC	99 000	4,626.25	4,447.08
896239100	TRIMBLE NAVIGATION LTD	374.000	10,999 92	9,110 64
899896104	TUPPERWARE BRANDS CORP	64 000	4,108 46	3,601 92
8EQO29993	MAN FRM ALTERNATIVE MULTI-	730.689	1,175,151.65	1,103,403.23
8EQQ69994	GROSVENOR REGISTERED MULTI-	614.755	614,115 87	574,725 90
901109108	TUTOR PERINI CORP	158.000	4,397 09	3,720 90
902252105	TYLER TECHNOLOGIES INC	74 000	10,677.16	12,336.54
902681105	UGI CORP NEW	225 000	7,841 44	10,181 25
902973304	US BANCORP DEL	838 000	33,214.75	33,796.54
90385D107	ULTIMATE SOFTWARE GROUP INC	52 000	7,807.65	10,935.08
904311107	UNDER ARMOUR INC	494 000	18,213.74	19,824 22
904311206	UNDER ARMOUR INC	295 080	9,962.04	10,740.91
907818108	UNION PAC CORP	113 000	9,244 57	9,859.25
911312106	UNITED PARCEL SVC INC	172.000	15,590 68	18,527.84
912810FS2	UNITED STATES TREAS NT	62675 080	72,676 08	73,732.22
912810QW1	UNITED STATES TREAS BD	23000 000	24,340.95	26,566 84
912810RE0	UNITED STATES TREAS BDS	58000 000	60,996 54	74,784 04
912828D56	UNITED STATES TREAS NTS	54000.000	56,098 19	58,126.14
912828F62	UNITED STATES TREAS NT	87000 000	86,903.66	89,025 36
912828K74	UNITED STATES TREAS NT	71000 000	70,675.80	74,225 53
912828KQ2	UNITED STATES TREAS NT	32000 000	34,257.08	34,202.56
912828L24	UNITED STATES TREAS NT	19000 000	19,449 23	19,747 46
912828M98	UNITED STATES TREAS NT	9000.000	8,984 66	9,263 70
912828P46	UNITED STATES TREAS NT	56000 000	54,747 10	56,630 00
912828RJ1	UNITED STATES TREAS NT	65000.000	65,137.86	65,104 65
912828SS0	UNITED STATES TREAS NTS	25000 000	25,051 72	25,076.00
912828TM2	UNITED STATES TREAS NT	22000 000	21,809.22	22,019 80
912828TY6	UNITED STATES TREAS NT	84000.000	76,250 02	85,981.56
912828UZ1	UNITED STATES TREAS NT	49000 000	47,308.64	49,032.34
912828VS6	UNITED STATES TREAS NT	27000.000	28,683 76	29,249 64
912828WD8	UNITED STATES TREAS NT	36000.000	35,966 94	36,499 32
912828WH9	UNITED STATES TREAS NT	29000 000	29,032.02	29,090 77
912828XL9	UNITED STATES TREAS NT	16140.320	15,880 05	16,619.53

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913017109	UNITED TECHNOLOGIES CORP	255 000	14,759.54	26,150.25
91324P102	UNITEDHEALTH GROUP INC	59 000	6,687.37	8,330.80
913903100	UNIVERSAL HLTH SVCS INC	125.000	14,037.10	16,762.50
918204108	V F CORP	78 000	3,075.76	4,796.22
91913Y100	VALERO ENERGY CORP NEW	126 000	9,058.80	6,426.00
921943858	VANGUARD FTSE DEVELOPED	13093.000	467,006.78	462,968.48
922475108	VEEVA SYS INC	338 000	10,272.11	11,532.56
922908553	VANGUARD REIT	12405 000	838,054.99	1,099,951.35
92343V104	VERIZON COMMUNICATIONS INC	847 000	37,835.30	47,296.48
92343VBR4	VERIZON COMMUNICATIONS INC	29000 000	33,314.62	33,774.27
92343X100	VERINT SYS INC	93 000	4,145.54	3,081.09
92826C839	VISA INC	1352 000	46,978.04	100,277.84
92826CAF9	VISA INC	22000 000	22,138.31	25,470.50
92827P102	VIRTUSA CORP	108 000	3,831.83	3,119.04
92849E101	VITAMIN SHOPPE INC	106 000	4,337.74	3,240.42
92927K102	WABCO HLDGS INC	102 000	9,756.45	9,340.14
92939U106	WEC ENERGY GROUP INC	88 000	3,200.56	5,746.40
929903DT6	WACHOVIA CORP	20000.000	21,515.88	20,860.40
930059100	WADDELL & REED FINL INC	171 000	3,549.59	2,944.62
931142103	WAL-MART STORES INC	78 000	5,912.45	5,695.56
94106L109	WASTE MGMT INC DEL	111 000	3,483.17	7,355.97
942622200	WATSCO INC	97 000	9,319.83	13,646.93
949746101	WELLS FARGO & CO	915 000	31,101.64	43,306.95
94974BGA2	WELLS FARGO & CO NEW	23000.000	22,633.38	24,123.09
950755108	WERNER ENTERPRISES INC	277 000	6,935.08	6,362.69
957638109	WESTERN ALLIANCE BANCORP	133 000	4,850.85	4,342.45
968223206	WILEY JOHN & SONS INC	99 000	5,001.81	5,165.82
98212B103	WPX ENERGY INC	473.000	3,136.96	4,403.63
98310W108	WYNDHAM WORLDWIDE CORP	252.000	20,387.79	17,949.96
98389B100	XCEL ENERGY INC	130.000	4,731.74	5,821.40
989207105	ZEBRA TECHNOLOGIES CORP	64 000	3,544.06	3,206.40
98956P102	ZIMMER BIOMET HLDGS INC	128.000	12,779.69	15,408.64
99Z466197	INTERNATIONAL FOCUSED EQUITY	118128 185	1,188,397.91	1,274,130.60
G0177J108	ALLERGAN PLC	271 000	76,298.92	62,625.39
G0408V102	AON PLC	103.000	11,256.90	11,250.69

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G0551A103	ARRIS INTERNATIONAL PLC	151.000	4,553.42	3,164.96
G0585R106	ASSURED GUARANTY LTD	80.000	2,058.94	2,029.60
G1151C101	ACCENTURE PLC	305.000	20,067.63	34,553.45
G27823106	DELPHI AUTOMOTIVE PLC	260.000	12,240.91	16,276.00
G29183103	EATON CORP PLC	187.000	11,723.75	11,169.51
G30397106	ENDURANCE SPECIALITY HLDGS LTD	162.000	9,118.96	10,879.92
G3922B107	GENPACT LTD	515.000	11,027.05	13,822.60
G4617B105	HORIZON PHARMA PLC	208.000	3,951.50	3,425.76
G4705A100	ICON PLC	82.000	4,662.49	5,740.82
G48833100	WEATHERFORD INTL PL	1495.000	12,404.65	8,297.25
G5876H105	MARVELL TECHNOLOGY GROUP LTD	1331.000	17,949.52	12,684.43
G5960L103	MEDTRONIC PLC	367.000	27,778.52	31,844.59
G9618E107	WHITE MTNS INS GROUP LTD	10.000	6,341.90	8,420.00
H1467J104	CHUBB LTD	968.000	82,758.17	126,527.28
M20598104	CAESARSTONE LTD	95.000	4,906.31	3,302.20
M51363113	MELLANOX TECHNOLOGIES LTD	102.000	5,153.86	4,891.92
N20146101	CIMPRESS NV	46.000	3,868.76	4,254.08
N51488117	MOBILEYE NV	1679.000	60,262.09	77,469.06
N53745100	LYONDELLBASELL INDUSTRIES NV	86.000	7,447.51	6,400.12
V7780T103	ROYAL CARIBBEAN CRUISES LTD	113.000	8,397.66	7,587.95
		Totals	15,287,094.30	16,684,390.77