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INTERNAL REVENUE SERVICE

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

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

2015

For calendar year 2015 or tax year beginning

07/01, 2015, and ending

06/30, 2016

Name of foundation

CHARLES EDWARD STUART CHARITABLE FOUNDATION

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

Room/suite

A Employer identification number

91-1088288

B Telephone number (see instructions)

800-357-7094

BANK OF AMERICA, N.A. P.O. BOX 831041

City or town, state or province, country, and ZIP or foreign postal code

DALLAS, TX 75283-1041

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) \$ 62,459,100.

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)
1 Contributions, gifts, grants, etc., received (attach schedule)	1,598,616.			
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	1,104,175.	1,100,957.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,010,597.			
b Gross sales price for all assets on line 6a 35,049,147.				
7 Capital gain net income (from Part IV, line 2)		1,010,597.		
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)	3,001.	423.		STMT 2
12 Total. Add lines 1 through 11	3,716,389.	2,111,977.		
13 Compensation of officers, directors, trustees, etc.	388,743.	233,246.		155,497.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	1,750.	NONE	NONE	1,750.
c Other professional fees (attach schedule) STMT 4	81,926.	81,926.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	74,454.	39,454.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	37,918.	51,480.		25.
24 Total operating and administrative expenses. Add lines 13 through 23.	584,791.	406,106.	NONE	157,272.
25 Contributions, gifts, grants paid	2,999,999.			2,999,999.
26 Total expenses and disbursements. Add lines 24 and 25	3,584,790.	406,106.	NONE	3,157,271.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	131,599.			
b Net investment income (if negative, enter -0-)		1,705,871.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,720,539.	6,027,906.	6,027,906.
	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)		56,242,043.	51,997,408.	54,248,453.
	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)		1,389,000.	1,652,000.	2,182,741.	
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)		59,351,582.	59,677,314.	62,459,100.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		59,351,582.	59,677,314.	
	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)		59,351,582.	59,677,314.	
	31	Total liabilities and net assets/fund balances (see instructions)		59,351,582.	59,677,314.	

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	59,351,582.
2	Enter amount from Part I, line 27a	2	131,599.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	460,142.
4	Add lines 1, 2, and 3	4	59,943,323.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	266,009.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	59,677,314.

Form **990-PF** (2015)

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 35,507,455.		34,038,529.	1,468,926.		
b -458,329.			-458,329.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any			
a			1,468,926.		
b			-458,329.		
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,010,597.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	3,139,841.	65,211,588.	0.048149
2013	3,139,535.	65,279,329.	0.048094
2012	2,942,948.	61,893,049.	0.047549
2011	2,692,434.	59,820,878.	0.045008
2010	2,377,187.	60,838,901.	0.039073
2 Total of line 1, column (d)			2 0.227873
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 0.045575
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 61,370,361.
5 Multiply line 4 by line 3			5 2,796,954.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 17,059.
7 Add lines 5 and 6			7 2,814,013.
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 3,157,271.

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)	1	17,059.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	2	
3	Add lines 1 and 2	3	17,059.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	17,059.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	63,652.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	63,652.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	46,593.
11	Enter the amount of line 10 to be Credited to 2016 estimated tax 17,060. Refunded	11	29,533.

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)? 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		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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form **990-PF** (2015)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	13	X
14 The books are in care of ► <u>BANK OF AMERICA, N.A.</u> Telephone no ► <u>(206) 358-0912</u> Located at ► <u>500 5TH AVE, 33RD FL, SEATTLE, WA</u> ZIP+4 ► <u>98104-3176</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	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?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

Form 990-PF (2015)

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? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N A	CO-TRUSTEE			
P O BOX 24565, SEATTLE, WA 98124	1	304,859	-0-	-0-
PATRICK W. SULLIVAN	CO-TRUSTEE			
10404 SW 268TH ST, VASHON, WA 98070-8424	5	83,884.	-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**

Form 990-PF (2015)

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 NONE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form **990-PF** (2015)

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	58,961,946.
b	Average of monthly cash balances	1b	3,342,989.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	62,304,935.
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	62,304,935.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	934,574.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,370,361.
6	Minimum investment return. Enter 5% of line 5	6	3,068,518.

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	3,068,518.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	17,059.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,059.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,051,459.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,051,459.
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	3,051,459.

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	3,157,271.
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	3,157,271.
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	17,059.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,140,212.

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				3,051,459.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			1,851,373.	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		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>3,157,271.</u>				
a Applied to 2014, but not more than line 2a			1,851,373.	
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.				1,305,898.
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.				1,745,561.
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(1)(3) or

4942(1)(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

[illegible]

- b** 85% of line 2a

- C** Qualifying distributions from Part XII, line 4 for each year listed . . .

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

- 3** Complete 3a, b or c for the alternative test relied upon

- a "Assets" alternative test - enter**

- (1) Value of all assets
(2) Value of assets qualifying
under section
4942(i)(3)(B)(i).

- b** "Endowment" alternative test-
enter 2/3 of minimum invest-
ment return shown in Part X,
line 6 for each year listed . . .

- C** "Support" alternative test - enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942

- (3) Largest amount of support from an exempt organization. . . .

- (4) Gross investment income .

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

- ### 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 13				2,999,999.
Total			3a	2,999,999.
b <i>Approved for future payment</i>				
Total			3b	

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		Related or exempt function income (See instructions.)
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	1,104,175.		
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	1,010,597.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b OTHER INCOME			1	188.		
c EXCISE TAX REFUND			1	2,813.		
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				2,117,773.		
13 Total. Add line 12, columns (b), (d), and (e)					13	2,117,773.

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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


Signature of officer or trustee

10/26/2016
Date

▶ TRUSTEE
Title

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

BANK OF AMERICA, N.A.

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed	PTIN
---	------

Firm's name

Firm's EIN ▶

Firm's address ►

Phone no

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

Schedule of Contributors

OMB No 1545-0047

2015

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

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

Name of the organization

Employer identification number

CHARLES EDWARD STUART CHARITABLE FOUNDATION

91-1088288

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

Name of organization
CHARLES EDWARD STUART CHARITABLE FOUNDATION

Employer identification number
91-1088288

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STUART DEETTE LUDWIG CLARA TUW BANK OF AMERICA, N A DALLAS, TX 75283-1041	\$ 1,598,616.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,941.	3,941.
FOREIGN DIVIDENDS	255,032.	255,032.
NONDIVIDEND DISTRIBUTIONS	2,122.	
DOMESTIC DIVIDENDS	315,588.	315,588.
OTHER INTEREST	202,546.	202,546.
FOREIGN INTEREST	14,942.	14,942.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	72,056.	72,056.
NON-TAXABLE FOREIGN INCOME	1,096.	
MARKET DISCOUNT - OTHER INTEREST	10,472.	10,472.
US GOVERNMENT INTEREST REPORTED AS QUALI	86.	86.
NONQUALIFIED FOREIGN DIVIDENDS	27,994.	27,994.
NONQUALIFIED DOMESTIC DIVIDENDS	198,300.	198,300.
TOTAL	1,104,175.	1,100,957.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	188.	188.
EXCISE TAX REFUND	2,813.	
PARTNERSHIP INCOME		235.
	-----	-----
TOTALS	3,001.	423.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,750.			1,750.
TOTALS	1,750.	NONE	NONE	1,750.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT ADVISORY FEES	81,926.	81,926.
	-----	-----
TOTALS	81,926.	81,926.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	24,981.	24,981.
EXCISE TAX ESTIMATES	35,000.	
FOREIGN TAXES ON NONQUALIFIED	14,473.	14,473.
	-----	-----
TOTALS	74,454.	39,454.
	=====	=====

91-1088288

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TOTALS

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

DESCRIPTION -----	AMOUNT -----
PARTNERSHIP BASIS ADJUSTMENT	458,329.
2014 PURCHASED ACCRUED INTEREST	1,423.
NET ACCRUAL ADJ	390.

TOTAL	460,142.
	=====

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

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT	1,402.
ROC ADJ - PRIOR YEAR	22,589.
YEAR END SALES ADJ	240,540.
MUTUAL FUND ADJ	123.
2015 PURCHASED ACCRUED INTEREST	1,355.

TOTAL	266,009.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-458,329.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-458,329.00
=====

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION
ADDRESS:
7272 GREENVILLE AVE
DALLAS, TX 75231
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,129.

RECIPIENT NAME:
FRED HUTCHINSON CANCER RESEARCH
ATTN: ALLISON O'CARROL
ADDRESS:
PO BOX 19024
SEATTLE, WA 98109-1024
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 942,774.

RECIPIENT NAME:
RYTHER CHILD CENTER
ATTN LEE GROGG EXEC DIR
ADDRESS:
2400 NE 95TH ST
SEATTLE, WA 98115-2499
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,129.

RECIPIENT NAME:
SEATTLE CHILDREN'S HOME
ADDRESS:
2142 TENTH AVE W
SEATTLE, WA 98119
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,129.

RECIPIENT NAME:
CHILDRENS HOME SOCIETY OF
WASHINGTON
ADDRESS:
PO BOX 15190
SEATTLE, WA 98115-0190
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,129.

RECIPIENT NAME:
SEATTLE ART MUSEUM
ATTN: DAWN BECK CONTROLLER
ADDRESS:
1300 FIRST AVE
SEATTLE, WA 98101-2003
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 485,935.

RECIPIENT NAME:
SEATTLE SYMPHONY ORCHESTRA, INC.
ADDRESS:
P.O. BOX 21906
SEATTLE, WA 98111-3906
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,129.

RECIPIENT NAME:
SEATTLE OPERA
ATTN CFO
ADDRESS:
1020 JOHN ST
SEATTLE, WA 98109
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,129.

RECIPIENT NAME:
HISTORICAL SOCIETY OF SEATTLE
AND KING COUNTY
ADDRESS:
2700 24TH AVE E
SEATTLE, WA 98112-2031
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 314,258.

CHARLES EDWARD STUART CHARITABLE FOUNDATION 91-1088288
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
UNIVERSITY OF WASHINGTON -
ADDRESS:
P.O. BOX 354998
SEATTLE, WA 98195-0001
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,129.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
P.O. BOX 9219
SEATTLE, WA 98109-0200
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,129.

- TOTAL GRANTS PAID:- 2,999,999.
=====

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
6/30/2016



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	6027906 240	6,027,906 24	6,027,906 24
00164VAD5	AMC NETWORKS INC UNSECD	10000 000	10,005 00	9,898 80
00203H859	AQR MANAGED FUTURES STRATEGY	41857 593	425,366 15	435,318 97
00206RCV2	AT&T INC	85000 000	85,488 75	85,719 10
002824100	ABBOTT LABS	1638 000	52,840 71	64,389 78
00287Y109	ABBVIE INC	787 000	48,264 56	48,723 17
00300A104	ABERDEEN ASSET MGMT PLC	3708 000	51,832.65	27,698 76
00404A109	ACADIA HEALTHCARE CO INC	314 000	11,414 97	17,395 60
004225108	ACADIA PHARMACEUTICALS INC	206 000	4,091 08	6,686 76
00434NAB1	ACCESS MIDSTREAM PARTNERS L P/	7000 000	7,141 89	6,713 91
004498101	ACI WORLDWIDE INC	1788 000	36,981 11	34,883 88
00507UAP6	ACTAVIS FDG SCS SR UNSECD	65000 000	66,153 60	67,036 45
00507V109	ACTIVISION BLIZZARD INC	3024 000	116,350 60	119,841 12
00508X203	ACTUANT CORP	1538 000	30,009 95	34,774 18
00508Y102	ACUITY BRANDS INC	284 000	58,941 71	70,420.64
00687A107	ADIDAS AG	1004 000	37,626 36	71,636 40
00724F101	ADOBE SYS INC	941 000	74,963.55	90,138 39
00738A106	ADTRAN INC	736 000	11,100 72	13,726 40
00739L101	ADURO BIOTECH	128 000	3,320 11	1,447 68
007924103	AEGON N V	12837 000	98,381 48	51,476 37
009158106	AIR PRODS & CHEMS INC	228 000	31,955 56	32,385 12
014491104	ALEXANDER & BALDWIN INC NEW	262 000	8,477 86	9,468 68
015351109	ALEXION PHARMACEUTICALS INC	692 000	69,173 04	80,797 92
01609W102	ALIBABA GROUP HLDG LTD	1346 000	92,759 32	107,047 38
018805101	ALLIANZ SE	4745 000	73,473 83	67,369 51
01988P108	ALLSCRIPTS-MISYS HEALTHCARE	1379 000	17,913 21	17,513 30
02005NAJ9	ALLY FINL INC	7000.000	7,934 44	7,805 00
02005NAW0	ALLY FINL INC	7000 000	6,937 00	7,017 50
02209S103	ALTRIA GROUP INC	1507.000	35,053 59	103,922 72
02263T104	AMADEUS IT HLDG SA	983 000	22,000 37	42,891 24
023135106	AMAZON COM INC	168 000	32,279 75	120,224 16
02341R302	AMCOR LTD	1583 000	60,339 50	70,392 84
025537101	AMERICAN ELEC PWR INC	470 000	14,555 32	32,942 30
02553E106	AMERICAN EAGLE OUTFITTERS NEW	623 000	9,992 11	9,924 39

CHARLES EDWARD STUART CHARITABLE

91-1088288

Balance Sheet

6/30/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
025816109	AMERICAN EXPRESS CO	756 000	59,902 34	45,934 56
035242AE6	ANHEUSER-BUSCH INBEV FIN INC	150000 000	150,757 14	153,202 50
037598109	APOGEE ENTERPRISES INC	223 000	10,491 65	10,336 05
03761U106	APOLLO INVT CORP	2789 000	17,569 19	15,451 06
037833100	APPLE INC	988 000	78,978 60	94,452 80
037833BU3	APPLE INC	130000 000	130,310 70	136,606 60
03820C105	APPLIED INDL TECHNOLOGIES INC	371 000	14,999 26	16,746 94
03875R205	ARBITRAGE FUND	29780 109	389,226 03	391,012 83
039483102	ARCHER DANIELS MIDLAND CO	1561.000	66,766 11	66,951 29
04238R106	ARMSTRONG FLOORING INC	152 000	1,649 33	2,576 40
04247X102	ARMSTRONG WORLD INDS INC	513 000	19,505 41	20,083 95
04316A108	ARTISAN PARTNERS ASSET MGMT INC	545 000	16,811 30	15,085 60
046353108	ASTRAZENECA PLC	3372 000	105,991 45	101,800 68
04962A105	ATOS ORIGIN SA	3807 000	58,203 00	63,043 92
052769106	AUTODESK INC	572 000	31,404 83	30,968 08
053015103	AUTOMATIC DATA PROCESSING INC	559.000	17,414 68	51,355 33
053332102	AUTOZONE INC	44 000	34,480 16	34,928 96
053773AV9	AVIS BUDGET CAR RENT LLC / AVIS	13000 000	12,902 36	12,805 00
05531FAK9	BB&T CORP	150000 000	149,388 00	151,170 00
05565QCE6	BP CAP MKTS PLC	150000 000	146,589 00	150,220 50
056752108	BAIDU INC	346 000	44,533 39	57,141 90
05946K101	BANCO BILBAO VIZCAYA ARGENTARIA	9543 000	94,819 61	54,776 82
05969A105	BANCORP INC	1180 000	8,672 89	7,103 60
06366QW86	BANK MONTREAL	180000 000	184,134 80	181,315 80
063904106	BANK OF THE OZARKS INC	272 000	6,733 28	10,205 44
064159BZ8	BANK NOVA SCOTIA B C	150000 000	147,801 00	150,534 00
06652K103	BANKUNITED INC	285 000	10,254 04	8,755 20
067383109	BARD C R INC	162 000	34,232 67	38,095 92
073295107	BBCN BANCORP INC	2456 000	34,208 89	36,643 52
073302101	BE AEROSPACE INC	966 000	43,569.37	44,605 05
075887109	BECTON DICKINSON & CO	79 000	12,405 61	13,397 61
075887BE8	BECTON DICKINSON & CO	65000 000	66,047 73	66,854 45
084664BZ3	BERKSHIRE HATHAWAY FIN CORP	150000 000	149,721 00	159,261 00
085790AY9	BERRY PLASTICS CORP 2ND LIEN SR	14000.000	13,985 70	14,000 00

CHARLES EDWARD STUART CHARITABLE

91-1088288

Balance Sheet

6/30/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
08579W103	BERRY PLASTICS GROUP INC	532 000	11,720.99	20,668 20
09062X103	BIOGEN IDEC INC	335 000	38,862 01	81,009 70
09247X101	BLACKROCK INC	155 000	24,742 36	53,092 15
09739D100	BOISE CASCADE CO DEL	322 000	8,493 19	7,389 90
10112RAS3	BOSTON PROPERTIES LP	75000 000	76,845 22	81,763 50
105105209	BRAMBLES LTD	1380 000	19,903 80	25,462 38
109194100	BRIGHT HORIZONS FAMILY SOLUTIONS	197 000	7,267 07	13,063 07
109641100	BRINKER INTL INC	416 000	20,170 34	18,940 48
109696104	BRINKS CO	418 000	11,449 20	11,908 82
110122108	BRISTOL MYERS SQUIBB CO	2632 000	148,147 69	193,583 60
110448107	BRITISH AMERN TOB PLC	618 000	64,464 68	80,018 64
11133T103	BROADRIDGE FINL SOLUTIONS INC	375 000	19,044 35	24,450.00
112585104	BROOKFIELD ASSET MGMT INC	2636 000	85,905 76	87,172 52
115236101	BROWN & BROWN INC	637 000	22,361 07	23,868 39
120738406	BUNZL PLC	1110 000	18,218 52	34,158 03
122017106	BURLINGTON STORES INC	208 000	10,147 88	13,875 68
1248EPAX1	CCO HLDGS LLC/CCO HLDGS CAP	9000 000	9,298 74	9,495 00
12504L109	CBRE GROUP INC	984 000	27,103 11	26,056 32
12505BAC4	CBRE SVCS INC	14000 000	13,950 00	14,579 04
12508E101	CDK GLOBAL INC	157 000	7,674 58	8,711 93
125134106	CEB INC	44 000	2,532 28	2,713 92
12543DAL4	CHS / CMNTY HEALTH SYS INC	10000 000	10,333 61	9,787 50
125509109	CIGNA CORP	355 000	49,724 53	45,436 45
12562Y100	CK HUTCHISON HLDGS LTD	12214 000	166,276 55	133,987 58
12572Q105	CME GROUP INC	553 000	28,538 68	53,862 20
125896100	CMS ENERGY CORP	601 000	12,948 50	27,561 86
12621E103	CNO FINL GROUP INC	1437 000	23,277 39	25,090 02
126650100	CVS HEALTH CORP	2516 000	190,046 10	240,881 84
126650CC2	CVS CAREMARK CORP	60000 000	63,341 83	66,351 00
127055101	CABOT CORP	393 000	12,956 64	17,944 38
129500104	CALERES INC	353 000	10,717 03	8,546 13
136375102	CANADIAN NATIONAL RAILWAY	755 000	34,851 38	44,590.30
14161H108	CARDTRONICS INC	406 000	13,671 80	16,162 86
142795202	CARLSBERG AS	7308 000	132,056 52	138,479.29

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
6/30/2016



Cusip	Asset	Units	Basis	Market Value
143130102	CARMAX INC	888 000	43,644 55	43,538 64
144577103	CARRIZO OIL & CO INC	258 000	9,888 18	9,249 30
147528103	CASEYS GEN STORES INC	72 000	8,335 07	9,468 72
150870103	CELANESE CORP DEL	407 000	22,790 76	26,638 15
15089QAD6	CELANESE US HLDGS LLC	7000 000	6,653 14	7,437 50
151020104	CELGENE CORP	852 000	28,983 32	84,032 76
15130J109	CEMPRA INC	247 000	7,359 81	4,073 03
15135U109	CENOVUS ENERGY INC	1899 000	39,191 58	26,244 18
16119P108	CHARTER COMMUNICATIONS INC NEW	22 467	4,995 44	5,136 85
163893209	CHEMTURA CORP	145 000	3,807 69	3,825 10
166764100	CHEVRON CORP	555 000	56,277 33	58,180 65
168905107	CHILDRENS PLACE INC	131 000	6,891 15	10,503 58
16941M109	CHINA MOBILE LTD	1233 000	74,557 63	71,390 70
171778202	CIELO S A	3411.000	28,300 47	35,934 89
17275R102	CISCO SYS INC	3186 000	73,820 56	91,406 34
172967424	CITIGROUP INC	1086 000	47,009 14	46,035 54
172967JN2	CITIGROUP INC	95000 000	94,158 30	95,152 00
17878Y108	CIVEO CORP	1031 000	1,512 79	1,855 80
17887R102	CIVITAS SOLUTIONS INC	388 000	7,848 56	8,082 04
179895107	CLARCOR INC	124 000	6,742 23	7,542 92
184496107	CLEAN HBRS INC	622 000	28,623 58	32,412 42
184496AJ6	CLEAN HBRS INC	9000 000	9,182 04	9,213 75
191085208	COCA COLA AMATIL LTD	2222 000	28,662 42	13,616 42
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	1510 000	54,832 45	86,432 40
192479103	COHERENT INC	69 000	6,323 34	6,332 82
19247A100	COHEN & STEERS INC	256 000	9,869 36	10,352 64
194014106	COLFAX CORP	1047 000	28,147.52	27,703 62
19765E823	CMG ULTRA SHORT TERM BOND	274103 411	2,464,888 89	2,469,671 73
19765Y852	COLUMBIA EMERGING MARKETS	326951 275	3,316,259 10	3,083,150 52
198516106	COLUMBIA SPORTSWEAR CO	334 000	18,019 86	19,218 36
20030N101	COMCAST CORP	3330 000	146,731 02	217,082 70
20030NBD2	COMCAST CORP NEW	80000 000	83,004 64	85,543 20
201723103	COMMERCIAL METALS CO	1479 000	20,645 09	24,995 10
202795HV5	COMMONWEALTH EDISON CO	100000 000	104,886 21	108,832 00

CHARLES EDWARD STUART CHARITABLE

91-1088288

Balance Sheet

6/30/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
204319107	COMPAGNIE FINANCIERE RICHEMONT	7816 000	54,886 42	45,528 20
20449X302	COMPASS GROUP PLC	3381 000	39,573 07	64,269 43
205306103	COMPUTER PROGRAMS & SYS INC	203 000	9,043 65	8,103 76
20605PAC5	CONCHO RES INC	9000 000	9,494 57	9,213 75
212015AH4	CONTINENTAL RES INC	11000 000	10,278 74	10,752 50
212485106	CONVERGYS CORP	1109 000	24,049 33	27,725 00
217204106	COPART INC	974 000	37,035 25	47,735 74
21925Y103	CORNERSTONE ONDEMAND INC	509 000	17,439 13	19,372 54
22822V101	CROWN CASTLE INTL CORP	148 000	13,346 34	15,011 64
23304Y100	DBS GROUP HLDGS LTD	1449 000	65,014 47	67,869 71
235851102	DANAHER CORP DEL	1064 000	64,777 02	107,464 00
23918K108	DAVITA HEALTHCARE PARTNERS INC	344 000	25,361 77	26,598 08
23918KAQ1	DAVITA HEALTHCARE PARTNERS INC	14000 000	13,877 50	14,155.40
24422ERR2	DEERE JOHN CAP CORP	150000 000	153,791 94	154,147 50
24702RAF8	DELL INC	17000 000	16,313 74	14,195 00
24872B100	DENSO CORP	1465 000	26,032 63	25,540 81
24983L104	DERMIRA INC	299 000	7,231 32	8,745 75
251542106	DEUTSCHE BOERSE	7008 000	47,118 58	57,255 36
25157Y202	DEUTSCHE POST AG	3648 000	96,849 88	102,027 26
252131107	DEXCOM INC COM	743 000	69,570 79	58,942 19
25272T104	DIAMOND RESORTS INTL INC	527 000	13,958 15	15,788 92
25470XAE5	DISH DBS CORP	12000 000	12,990 82	12,435 00
25470XAL9	DISH DBS CORP	4000 000	4,017 25	3,640 00
25659T107	DOLBY LABORATORIES INC	542 000	17,355 82	25,934 70
256677105	DOLLAR GEN CORP	158 000	13,867 00	14,852 00
256746108	DOLLAR TREE INC	560 000	47,569 45	52,774 40
25746U109	DOMINION RES INC VA NEW	260 000	13,180 53	20,261 80
25746UBP3	DOMINION RES INC VA NEW UNSECD	100000 000	99,881 00	101,250 00
260003108	DOVER CORP	476.000	15,191 75	32,996 32
260543103	DOW CHEM CO	394 000	18,354 96	19,585 74
263534109	DU PONT E I DE NEMOURS & CO	471 000	32,045.43	30,520 80
26441CAH8	DUKE ENERGY CORP NEW	100000 000	100,260 47	100,505 00
267475101	DYCOM INDS INC	257 000	18,596 44	23,068.32
26875P101	EOG RES INC	847 000	74,980 94	70,656.74

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
6/30/2016



Cusip	Asset	Units	Basis	Market Value
268780103	E ON SE	6588 000	67,827 41	66,057 88
269246BM5	E TRADE FINL CORP	15000 000	15,376 38	15,187 50
26969P108	EAGLE MATERIALS INC	225 000	12,621 88	17,358 75
278715206	EBIX INC	386 000	12,284 55	18,489 40
278768106	ECHOSTAR CORP	195 000	7,910 39	7,741 50
278865100	ECOLAB INC	100 000	11,266 62	11,860 00
28176E108	EDWARDS LIFESCIENCES CORP	597.000	48,570 73	59,538 81
283677854	EL PASO ELEC CO	656 000	22,690 96	31,009 12
29082A107	EMBRAER S A	2517 000	63,858 55	54,669.24
292480AG5	ENABLE MIDSTREAM PARTNERS LP	7000 000	6,370 00	6,572 93
29266RAC2	ENERGIZER HLDGS INC	10000 000	10,233 87	10,275 00
29266S106	ENDOLOGIX INC	1137 000	15,013 43	14,167 02
29272W109	ENERGIZER HLDGS INC	345 000	11,509 42	17,764 05
29273VAC4	ENERGY TRANSFER EQUITY L P	8000 000	8,746 54	8,480 00
29444U700	EQUINIX INC	67 000	23,083 53	25,977 91
29444UAM8	EQUINIX INC	15000 000	14,818 01	15,487 50
294821608	ERICSSON	14368 000	149,259 39	110,346 24
298736109	EURONET WORLDWIDE INC	126 000	5,133 75	8,717 94
29977A105	EVERCORE PARTNERS INC	155 000	7,309 44	6,849 45
30034T103	EVERI HOLDINGS INC	418 000	1,863 59	480 70
30040W108	EVERSOURCE ENERGY	504 000	24,780 18	30,189 60
30231G102	EXXON MOBIL CORP	1650 000	123,861 91	154,671 00
30231GAR3	EXXON MOBIL CORP	130000 000	130,325 00	135,721 30
30255G103	FCB FINL HLDGS INC	532 000	14,464 13	18,088 00
30303M102	FACEBOOK INC	893 000	19,249 66	102,052 04
303075105	FACTSET RESH SYS INC	71.000	10,774 57	11,460 82
307305102	FANUC CORP	980 000	25,335 89	26,325.74
311900104	FASTENAL CO	196 000	8,962 53	8,700 44
3128MDGE7	FEDERAL HOME LN MTG CORP	173910 330	182,510 71	182,880 62
3128PYU36	FEDERAL HOME LN MTG CORP	182648 480	191,780 93	192,047 57
3130A1NN4	FEDERAL HOME LN BK	225000 000	225,220 55	225,609 75
313379DD8	FEDERAL HOME LN BKS	225000.000	225,145 15	225,877 50
3135G0F73	FEDERAL NATL MTG ASSN	100000 000	99,854 00	101,696 00
3135G0J46	FEDERAL NATL MTG ASSN	250000.000	250,000 00	250,075 00

CHARLES EDWARD STUART CHARITABLE

91-1088288

Balance Sheet

6/30/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
3137EADF3	FEDERAL HOME LN MTG CORP	600000 000	606,049 96	603,450.00
3137EADR7	FEDERAL HOME LN MTG CORP	700000 000	669,613 00	710,556 00
3138WCZ71	FEDERAL NATL MTG ASSN	193111 540	200,413 56	202,574 01
31620M106	FIDELITY NATL INFORMATION SVCS	1228 000	64,509 13	90,479 04
31620R303	FNF GROUP	1113 000	37,612 54	41,737 50
31678A103	FIFTH ST FIN CORP	2170 000	13,258 48	10,524 50
317923100	FINISH LINE INC	374 000	7,476 42	7,551 06
320517105	FIRST HORIZON NATL CORP	1658 000	22,626 90	22,847 24
33582V108	FIRST NIAGARA FINL GROUP INC	2042 000	17,514 02	19,889 08
337738108	FISERV INC	314 000	33,256 64	34,141 22
344177100	FOGO DE CHAO INC	293 000	5,534 57	3,826 58
344419106	FOMENTO ECONOMICO MEXICANO SA	378 000	34,858 19	34,961 22
345605109	FOREST CITY RLTY TR INC	950 000	20,095 95	21,194 50
35671DAU9	FREEPORT-MCMORAN COPPER &	13000 000	10,788 70	11,440 00
358029106	FRESENIUS MED CARE AG	1593 000	71,818 02	69,407 01
36191G107	GNC HLDGS INC	916 000	32,739 17	22,249 64
36237H101	G-III APPAREL GROUP LTD	189 000	7,944 19	8,641 08
36863N208	GEMALTO NV	2271 000	73,647 68	69,117 88
369550108	GENERAL DYNAMICS CORP	420 000	63,320 45	58,480 80
369604103	GENERAL ELEC CO	3182 000	82,498 85	100,169 36
36962G6F6	GENERAL ELEC CAP CORP	175000 000	174,552 00	187,808 25
370334104	GENERAL MLS INC	2206 000	99,751 63	157,331 92
37045VAH3	GENERAL MTRS CO	17000 000	16,789 03	16,931 32
371559105	GENESEE & WYO INC	225 000	16,198 52	13,263 75
372460105	GENUINE PARTS CO	274 000	24,752 84	27,742 50
37247D106	GENWORTH FINL INC	2149 000	9,203 84	5,544 42
37427X104	GETINGE AB	2155 000	53,701 40	43,925.36
377316104	GLATFELTER	1232 000	21,469 05	24,097 92
37940X102	GLOBAL PMTS INC	286 000	15,165 12	20,414 68
38141G104	GOLDMAN SACHS GROUP INC	625 000	83,437 52	92,862 50
389375AG1	GRAY TELEVISION INC UNSECD SR	13000 000	13,761 27	13,552 50
39153L106	GREATBATCH INC	393 000	15,595 15	12,155 49
39945C109	GROUPE CGI INC	1843 000	51,282 71	78,714 53
40049J206	GRUPO TELEVISA SA DE CV	2058 000	50,044 98	53,590 32

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
6/30/2016



Cusip	Asset	Units	Basis	Market Value
401617105	GUESS INC	282 000	5,805 68	4,244 10
40171V100	GUIDEWIRE SOFTWARE INC	166 000	8,431 65	10,252 16
404119BR9	HCA INC	14000 000	14,743 95	14,350 00
40425J101	HMS HLDGS CORP	1031 000	18,238 03	18,155 91
404280406	HSBC HLDGS PLC	2131 000	98,116 79	66,721 61
405024100	HAEMONETICS CORP	611 000	21,195 77	17,712 89
413160102	HARMONIC INC	1736.000	9,580 12	4,947 60
415864107	HARSCO CORP	647 000	5,808 35	4,296 08
421924BT7	HEALTHSOUTH CORP UNSECD	10000.000	10,316 85	9,900 00
42210P102	HEADWATERS INC	444 000	8,058 39	7,965 36
422806109	HEICO CORP NEW	173 000	9,379 69	11,558 13
428040CP2	HERTZ CORP UNSECD GTD	14000 000	13,919 55	14,350 00
437076102	HOME DEPOT INC	874 000	16,891 71	111,601 06
437076BG6	HOME DEPOT INC	125000 000	126,587 69	130,817 50
438516106	HONEYWELL INTL INC	1589 000	93,196 70	184,832 48
440543AL0	HORNBECK OFFSHORE SVCS INC	11000 000	10,541 50	6,957 50
44267D107	HOWARD HUGHES CORP	60 000	6,306 44	6,859 20
44701QAZ5	HUNTSMAN INTL LLC	7000 000	6,969 34	7,035 00
449172105	HYSTER-YALE MATLS HANDLING INC	168 000	8,483 63	9,994 32
452308109	ILLINOIS TOOL WKS INC	713 000	59,529 75	74,266 08
452327109	ILLUMINA INC	636 000	97,844 68	89,281.68
45321L100	IMPERVA INC	490 000	13,722 47	21,074 90
45329R109	INC RESEARCH HLDGS INC CL A	152 000	6,712 96	5,795.76
455807107	INDUSTRIAL & COML BK CHINA	1609 000	20,483 98	17,795 54
45662N103	INFINEON TECHNOLOGIES AG	4665 000	51,548 25	67,245 98
45772F107	INPHI CORP	295 000	7,947 60	9,448 85
458118106	INTEGRATED DEVICE TECHNOLOGY	973 000	20,008 72	19,586 49
458140100	INTEL CORP	1348 000	18,957 83	44,214 40
45845P108	INTERCEPT PHARMACEUTICALS INC	602 000	123,857 52	85,893 36
45866F104	INTERCONTINENTAL EXCHANGE INC	275 000	65,544 56	70,389 00
459200HA2	INTERNATIONAL BUSINESS MACHS	225000 000	235,000 17	239,593 50
459745GN9	INTERNATIONAL LEASE FIN CORP	13000 000	13,205 89	14,072.50
46069S109	INTERSIL CORP	1972 000	20,613 37	26,700 88
46115H107	INTESA SANPAOLO	7098 000	114,965 53	80,526 81

CHARLES EDWARD STUART CHARITABLE

91-1088288

Balance Sheet

6/30/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
461202103	INTUIT	233 000	24,246 26	26,005.13
46145F105	INVESTMENT TECHNOLOGY GRP NEW	790 000	12,455 88	13,208 80
46146L101	INVESTORS BANCORP INC NEW	6134 000	69,358 63	67,964 72
464287614	ISHARES RUSSELL 1000 GROWTH ETF	27876 000	2,828,176 31	2,797,635 36
46625H100	J P MORGAN CHASE & CO	5312 000	241,607 87	330,087 68
46625HQJ2	JPMORGAN CHASE & CO	125000 000	124,345 00	127,047 50
466367109	JACK IN THE BOX INC	96 000	5,618 61	8,248.32
47102X105	JANUS CAP GROUP INC	1159.000	16,344 65	16,133 28
471105205	JAPAN TOB INC	2569 000	40,480 71	51,372 29
47803W406	JOHN HANCOCK FDS III DISCIPLINED	90475 553	1,084,801 88	1,788,701 68
478160104	JOHNSON & JOHNSON	2487 000	173,331 82	301,673 10
478366107	JOHNSON CTLS INC	919 000	24,569 92	40,674 94
48137C108	JULIUS BAER GROUP LTD	13137 000	123,862 94	104,675 62
48238T109	KAR AUCTION SVCS INC	633 000	24,452 43	26,421 42
482539103	KLX INC	1268 000	45,757 65	39,308 00
485785109	KASIKORNBANK PUB CO LTD	2587 000	56,197 31	50,061 04
489170100	KENNAMETAL INC	869 000	20,866 31	19,213 59
494368103	KIMBERLY CLARK CORP	372 000	25,327 38	51,142 56
495724403	KINGFISHER PLC	5177 000	49,181 17	44,636 09
49803L109	KITE PHARMA INC	20 000	924 86	1,000 00
498904200	KNOLL INC	495 000	11,167 68	12,018.60
500458401	KOMATSU LTD	2041 000	46,041.49	35,203 17
500472303	KONINKLIJKE PHILIPS NV	2685 182	68,936 87	66,968 44
50060P106	KOPPERS HLDGS INC	645 000	11,732 49	19,820 85
501044CQ2	KROGER CO	80000 000	83,421 12	85,576 80
512807108	LAM RESEARCH CORP	391 000	31,179 85	32,867 46
524686672	LEGG MASON BW ABSOLUTE RETURN	32240 657	372,379 59	373,669 21
52602EAD4	LENDER PROCESSING SVCS INC	10000 000	10,576 13	10,475 00
526057104	LENNAR CORP	233 000	10,676 03	10,741 30
526057BU7	LENNAR CORP UNSECD SR GBL NT	17000 000	17,032 12	17,708 05
527288104	LEUCADIA NATL CORP	983 000	15,664 20	17,035 39
527298BH5	LEVEL 3 FING INC UNSECD GTD	10000 000	10,280 97	9,925.00
52736RBG6	LEVI STRAUSS & CO NEW	11000 000	10,697 50	11,055 00
530307107	LIBERTY BROADBAND-A	171 000	9,874 85	10,157 40

CHARLES EDWARD STUART CHARITABLE

91-1088288

Balance Sheet

6/30/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
530307305	LIBERTY BROADBAND-C	449 000	25,937 49	26,940 00
53071M104	LIBERTY INTERACTIVE CORPORATION	1085 000	26,726 83	27,526 45
53071M880	LIBERTY INTERACTIVE CORP	674 000	24,841 59	24,985 18
531229409	LIBERTY MEDIA CORP DEL	286 000	8,514 16	8,968.96
531229607	LIBERTY MEDIA CORP DEL	694 000	20,551 14	21,423 78
531229854	LIBERTY MEDIA CORP DEL	266 000	5,247 64	5,046 02
531229870	LIBERTY MEDIA CORP DEL	69 000	1,430 24	1,320 66
53220K504	LIGAND PHARMACEUTICALS INC	41 000	4,704 58	4,890 07
534187BB4	LINCOLN NATL CORP IND	75000 000	80,982 59	82,931.25
539439109	LLOYDS BANKING GROUP PLC	9596 000	46,049 44	28,500 12
539830109	LOCKHEED MARTIN CORP	318 000	61,965 00	78,918 06
539830BE8	LOCKHEED MARTIN CORP	65000 000	63,185 85	67,152 80
540424108	LOEWS CORP	797 000	30,308 86	32,748 73
540424AS7	LOEWS CORP	130000 000	132,020 46	137,806 50
55261F104	M & T BK CORP	179 000	19,692 88	21,163 17
552953CA7	MGM RESORTS INTL	10000 000	10,479 11	10,875 00
55345K103	MRC GLOBAL INC	1175 000	12,736 30	16,696 75
55354G100	MSCI INC	207 000	15,168 51	15,963 84
553777103	MTS SYS CORP	372 000	20,992.05	16,308 48
55405Y100	MACOM TECHNOLOGY SOLUTIONS	329 000	12,140 79	10,850 42
55608B105	MACQUARIE INFRASTRUCTURE CO	320 000	21,706 68	23,696 00
562750109	MANHATTAN ASSOCS INC	90.000	5,158 43	5,771 70
570535104	MARKEL CORP	74 000	66,277 90	70,505.72
571748102	MARSH & MCLENNAN COS INC	1050 000	40,099 63	71,883 00
573284106	MARTIN MARIETTA MATLS INC	69 000	11,533 00	13,248 00
574795100	MASIMO CORP	256 000	9,928 02	13,443 84
57686G105	MATSON INC	803 000	28,390 73	25,928 87
578787103	MAZDA MTR CORP	8554 000	68,200 19	56,661 70
580135101	MCDONALDS CORP	373 000	20,089.11	44,886 82
581557BB0	MCKESSON CORP	65000 000	65,044 96	65,122 85
582839106	MEAD JOHNSON NUTRITION CO	179 000	14,989 02	16,244.25
58733R102	MERCADOLIBRE INC	611 000	68,116 49	85,949 37
58933Y105	MERCK & CO INC	3787 000	181,749 05	218,169 07
58933YAA3	MERCK & CO INC NEW	200000 000	219,003 44	219,326 00

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
6/30/2016



Cusip	Asset	Units	Basis	Market Value
589509108	THE MERGER FD	31725 576	491,111 92	490,160.15
59156R108	METLIFE INC	1778 000	63,895 14	70,817 74
59156RBB3	METLIFE INC	125000 000	132,349 26	138,382 50
594918104	MICROSOFT CORP	3385 000	101,771 63	173,210 45
594918BA1	MICROSOFT CORP	160000 000	160,026 37	165,126 40
595017104	MICROCHIP TECHNOLOGY INC	492 000	23,950 12	24,973.92
606783207	MITSUBISHI ESTATE LTD	3627 000	77,718 94	66,218.14
608190104	MOHAWK INDS INC	148 000	27,492 26	28,084 48
61174X109	MONSTER BEVERAGE CORP	1322 000	181,111 14	212,458 62
615369105	MOODYS CORP	543 000	50,246 91	50,884 53
620071100	MOTORCAR PTS AMER INC	394 000	8,323 92	10,708 92
620076307	MOTOROLA SOLUTIONS INC	313 000	22,312 65	20,648 61
626425102	MURATA MFG CO CO LTD	2210 000	74,227 27	61,287 72
628852204	NCI BLDG SYS INC	727 000	7,744 21	11,624 73
631103108	NASDAQ INC	1066 000	40,414 62	68,938 22
635309107	NATIONAL CINEMEDIA INC	665 000	10,414 53	10,294 20
636274300	NATIONAL GRID PLC	1431 000	94,893 54	106,366 23
63860UAK6	NATIONSTAR MTG LLC / NATIONSTAR	10000 000	9,652 50	8,550 00
641069406	NESTLE S A	954 000	61,822 95	73,591 56
64125C109	NEUROCRINE BIOSCIENCES INC	243 000	10,339 33	11,044 35
64128R608	NEUBERGER BERMAN LONG SHORT	38399.223	486,850 80	488,054 12
65339F101	NEXTERA ENERGY INC	298 000	15,565 47	38,859 20
654106103	NIKE INC	1935 000	93,140 17	106,812 00
665859104	NORTHERN TR CORP	652 000	47,994 51	43,201 52
666807102	NORTHROP GRUMMAN CORP	590 000	91,072 68	131,145 20
66987V109	NOVARTIS A G	1279 000	108,661 06	105,530 29
66989HAD0	NOVARTIS CAP CORP	150000 000	159,800 52	167,109 00
670100205	NOVO-NORDISK A S	2089 000	100,523 06	112,346 42
67059TAD7	NUSTAR LOGISTICS L P	14000 000	13,811 23	14,140 00
670704105	NUVASIVE INC	130 000	6,757 99	7,763 60
67103H107	O REILLY AUTOMOTIVE INC	183 000	49,463 77	49,611 30
671044105	OSI SYSTEMS INC	109 000	6,838 63	6,336 17
674215AE8	OASIS PETE INC NEW UNSECD	11000 000	10,751 82	10,010 00
674599105	OCCIDENTAL PETE CORP DEL	1544 000	109,719 32	116,664 64

CHARLES EDWARD STUART CHARITABLE

91-1088288

Balance Sheet

6/30/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
682159108	ON ASSIGNMENT INC	373 000	11,371 91	13,782 35
682680AR4	ONEOK INC NEW	10000 000	10,458 75	10,650 00
68389XAP0	ORACLE CORP	165000 000	158,027 10	168,885 75
684060106	ORANGE S A	4219 000	71,885 89	69,275 98
689164101	OTSUKA HLDGS CO LTD	3229 000	55,022 16	74,263 77
69318G106	PBF ENERGY INC	922 000	25,744 22	21,925 16
69331C108	PG&E CORP	526 000	30,173 41	33,621 92
693390841	PIMCO HIGH YIELD FD	145904 796	1,386,703 38	1,244,567 91
693475105	PNC FINL SVCS GROUP INC	1365 000	96,027 80	111,097 35
693475AL9	PNC FINL SVCS GROUP INC	160000 000	160,919 52	165,896 00
693506107	PPG INDS INC	1178 000	126,257 99	122,688 70
69367U105	PT BK MANDIRI PERSERO TBK	4958 000	31,218 38	35,742 22
694308HE0	PACIFIC GAS & ELEC CO	60000 000	62,243 36	65,765 40
697435105	PALO ALTO NETWORKS INC	616 000	87,831 23	75,546 24
701094104	PARKER HANNIFIN CORP	212 000	8,515 71	22,906 60
703481101	PATTERSON-UTI ENERGY INC	266 000	3,539 72	5,671 12
70450Y103	PAYPAL HOLDINGS INC	480 000	17,782 89	17,524 80
707569AR0	PENN NATL GAMING INC UNSECD SR	14000 000	14,256 41	14,245.00
713448108	PEPSICO INC	721 000	69,150 17	76,382.74
713448BH0	PEPSICO INC	160000 000	175,197 47	172,246 40
71377A103	PERFORMANCE FOOD GROUP CO	156 000	3,732 14	4,197 96
717081103	PFIZER INC	5698 000	109,695 50	200,626 58
71714F104	PHARMERICA CORP	234 000	7,382 70	5,770 44
718172109	PHILIP MORRIS INTL INC	2881 000	196,501 14	293,055 32
71BB58888	EXCELSIOR PRIVATE MARKETS FUND	298290 398	270,000 00	298,290.40
720186105	PIEDMONT NAT GAS INC	112 000	4,226 96	6,733 44
72650RAY8	PLAINS ALL AMERN PIPELINE L P /	55000 000	59,257 55	58,044 80
73179P106	POLYONE CORP	325 000	11,226 44	11,453 00
737446AB0	POST HLDGS INC SR UNSECD	11000 000	11,550 89	11,563 75
73935S105	POWERSHARES DB COMMODITY	122340 000	2,849,377 36	1,877,919 00
73942H100	PRADA S P A	2724 000	38,090 11	16,817 98
74144T108	PRICE T ROWE GROUP INC	352 000	16,246 93	25,685 44
741503403	PRICELINE GROUP INC	76 000	35,099 76	94,879 16
74164F103	PRIMORIS SVCS CORP	303.000	5,813 63	5,735 79

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
6/30/2016



Cusip	Asset	Units	Basis	Market Value
742718109	PROCTER & GAMBLE CO	621 000	39,355 69	52,580 07
742962103	PRIVATEBANCORP INC	436 000	15,376 33	19,197 08
743315103	PROGRESSIVE CORP OHIO	318 000	10,682 70	10,653 00
743424103	PROOFPOINT INC	280 000	7,567 76	17,665 20
743476202	PROSIEBENSAT 1 MEDIA SE	5510 000	58,923 02	60,014 92
744320102	PRUDENTIAL FINL INC	468 000	23,922 05	33,387 12
74432QBG9	PRUDENTIAL FINL INC	65000 000	74,371 49	75,410 40
74463M106	PUBLICIS S A NEW	4492 000	71,657 21	75,519 50
74733T105	QLIK TECHNOLOGIES INC	461 000	12,349 69	13,636 38
74925K581	ROBECO BOSTON PARTNERS LONG/	26034 874	386,097 18	383,754 04
75524B104	RBC BEARINGS INC	118 000	7,280 93	8,555 00
75689M101	RED ROBIN GOURMET BURGERS INC	154 000	8,836 81	7,304 22
759530108	RELX PLC	5607 000	60,209 05	104,850 90
759916109	REPLIGEN CORP	222 000	5,344 04	6,073 92
76131D103	RESTAURANT BRANDS INTER INC	875 000	34,130 08	36,400 00
762760AB2	RICE ENERGY INC	14000 000	13,926 20	13,895 00
770323103	ROBERT HALF INTL INC	90 000	3,720.77	3,434 40
771195104	ROCHE HLDG LTD	5845 000	181,414 74	192,066 70
776696106	ROPER TECHNOLOGIES INC	238 000	42,546 29	40,593 28
77714TAB7	ROSE ROCK MIDSTREAM L P/ROSE	18000 000	15,165 00	15,660 00
778296103	ROSS STORES INC	731 000	41,691 28	41,440 39
780153AU6	ROYAL CARIBBEAN CRUISES LTD	17000 000	16,812 31	17,892 50
780249108	ROYAL DSM N V	4705 000	61,703 22	67,940 20
780259107	ROYAL DUTCH SHELL PLC	1102 000	71,347 78	61,712 00
780259206	ROYAL DUTCH SHELL PLC	1978 000	107,369 06	109,225 16
780641205	ROYAL KPN NV	18114 000	70,283 79	65,500 22
783764AR4	RYLAND GROUP INC	9000 000	8,614 80	9,157 50
78388J106	SBA COMMUNICATIONS CORP	683 000	69,142 79	73,723 02
78401FAG2	SBA TELECOMMUNICATIONS LLC	16000 000	16,776 03	16,480 00
78409V104	S&P GLOBAL INC	391 000	38,297 83	41,938 66
78667J108	SAGE THERAPEUTICS INC	63 000	2,618 44	1,898 19
79466L302	SALESFORCE COM INC	815 000	48,630 79	64,719 15
79546E104	SALLY BEAUTY HLDGS INC	608 000	15,045 13	17,881 28
803054204	SAP SE	1103 000	78,941 02	82,747 06

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
6/30/2016



Cusip	Asset	Units	Basis	Market Value
806857108	SCHLUMBERGER LTD	2844 000	225,971 41	224,903.52
80687P106	SCHNEIDER ELEC SE	3819 000	47,288 29	45,022 19
808513105	SCHWAB CHARLES CORP NEW	1437 000	41,630 75	36,370 47
808625107	SCIENCE APPLICATIONS INTL CORP	192 000	8,190 29	11,203 20
813113206	SECOM LTD	3637.000	57,937 41	66,942 62
81603X108	SEIKO EPSON CORP	7976 000	60,685 40	63,480 98
81616X103	SELECT COMFORT CORP	427 000	6,774 53	9,129.26
816851109	SEMPRA ENERGY	235 000	12,028 26	26,794 70
816851AS8	SEMPRA ENERGY	100000 000	101,637 74	100,828 00
81762P102	SERVICENOW INC	1507 000	110,242 28	100,064 80
822582AS1	SHELL INTL FIN B V	160000 000	148,825 60	163,800 00
824348106	SHERWIN WILLIAMS CO	358 000	74,928 99	105,133 86
82568P304	SHUTTERFLY INC	261 000	10,421 97	12,165 21
828807CJ4	SIMON PPTY GROUP L P	180000 000	183,478 04	181,882 80
829259AN0	SINCLAIR TELEVISION GROUP INC	17000 000	17,644 95	17,552 50
830566105	SKECHERS U S A INC	152 000	5,135 70	4,517 44
83084V106	SKY PLC	3188 000	184,567 75	144,556 67
83175M205	SMITH & NEPHEW PLC	3924 000	120,002 74	134,671 68
83190B101	SMART & FINAL STORES INC	442 000	7,188 29	6,581 38
832696405	SMUCKER J M CO	469 000	60,685 37	71,480 29
83364L109	SOCIETE GENERALE FRANCE	7967 000	72,166 02	49,937 16
835898107	SOTHEBYS HLDGS INC	288 000	6,272 76	7,891 20
848577102	SPIRIT AIRLS INC	184 000	8,417 64	8,256 08
848637104	SPLUNK INC	1864 000	89,967 16	100,991 52
852060AG7	SPRINT CAP CORP	14000 000	13,869 06	13,370 00
85208M102	SPROUTS FMRS MKT INC	302 000	7,661 26	6,915 80
85375CBE0	STANDARD PAC CORP NEW UNSECD	14000 000	14,359 04	14,420 00
86614U100	SUMMIT MATLS INC	372 000	7,499 25	7,611 12
867224107	SUNCOR ENERGY INC	2024 000	63,544 68	56,125 52
86803T104	SUNTORY BEVERAGE & FOOD LTD	2946 000	61,022 70	66,335 08
87074U101	SWIFT TRANSN CO	555 000	9,001 17	8,552 55
871237103	SYKES ENTERPRISES INC	646 000	15,607 28	18,708 16
87157D109	SYNAPTICS INC	142 000	11,259 23	7,632 50
87160A100	SYNGENTA AG	324 000	22,752 37	24,879 96

CHARLES EDWARD STUART CHARITABLE

91-1088288

Balance Sheet

6/30/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
872540109	TJX COS INC NEW	344 000	24,263.35	26,567 12
87264AAM7	T-MOBILE USA INC	8000 000	8,066 01	8,280 00
87264AAN5	T-MOBILE USA INC	8000 000	8,027 35	8,360 00
874039100	TAIWAN SEMICONDUCTOR MFG LTD	3362 000	56,983 88	88,185 26
87612BAH5	TARGA RES PARTNERS LP / TARGA	7000 000	7,074 34	7,122 50
87612E106	TARGET CORP	863 000	54,609.94	60,254 66
87817A107	TEAM HEALTH HOLDINGS INC	234 000	10,692 44	9,516.78
879369AE6	TELEFLEX INC UNSECD	14000 000	14,139 52	14,140 00
880208400	TEMPLETON GLOBAL BD FUND	84317 588	1,047,000 00	954,475 10
880779103	TEREX CORP NEW	587 000	9,712 75	11,921 97
881569107	TESARO INC	21 000	990 40	1,765 05
881609101	TESORO CORP	88 000	7,829 14	6,592 96
88160QAD5	TESORO LOGISTICS LP / TESORO	6000 000	6,015 00	6,210 00
881624209	TEVA PHARMACEUTICAL INDS LTD	1980 000	82,797 71	99,455 40
88162F105	TETRA TECHNOLOGIES INC DEL	1597 000	10,486 70	10,172 89
882508104	TEXAS INSTRS INC	2816 000	122,497 96	176,422 40
883556102	THERMO FISHER SCIENTIFIC CORP	466 000	28,502 99	68,856 16
88579Y101	3M CO	392 000	42,417 83	68,647 04
886423102	TIDEWATER INC	824 000	9,701 39	3,633 84
887317303	TIME WARNER INC	1153 000	90,134 72	84,791 62
887317AQ8	TIME WARNER INC NEW	100000 000	102,106 25	105,776 00
88947EAR1	TOLL BROS FIN CORP UNSECD SR GBL	9000 000	9,044 82	8,910 00
89114QAG3	TORONTO DOMINION BK UNSECD	200000 000	200,598 00	200,746 00
89151E109	TOTAL S A	1427 000	69,394 85	68,638 70
892331307	TOYOTA MOTOR CORP	227 000	20,334 82	22,697 73
893641100	TRANSDIGM GROUP INC	222 000	51,334 19	58,539 18
89417E109	TRAVELERS COS INC	748 000	52,844 46	89,041 92
899896104	TUPPERWARE BRANDS CORP	298 000	14,278 83	16,771 44
8EQO29993	MAN FRM ALTERNATIVE MULTI-	1867 072	3,090,755 78	2,819,439 29
902973304	US BANCORP DEL	3526.000	124,269 58	142,203 58
90333L201	U S CONCRETE INC	103 000	4,573 74	6,273 73
90346E103	U S SILICA HLDGS INC	122 000	2,638 01	4,205 34
90400D108	ULTRAGENYX PHARMACEUTICAL INC	64 000	3,813 82	3,130 24
904587102	UNIBAIL-RODAMCO SE	2594 000	67,386 46	67,332 46

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
6/30/2016



Cusip	Asset	Units	Basis	Market Value
904708104	UNIFIRST CORP MASS	46 000	5,156 45	5,323 12
904784709	UNILEVER N V	1028 000	37,119 46	48,254 32
907818108	UNION PAC CORP	478 000	39,001 20	41,705 50
910047AF6	UNITED CONTL HLDGS INC	17000 000	17,127 81	17,722 50
911271302	UNITED OVERSEAS BK LTD	1413 000	50,074 83	38,676 64
911312106	UNITED PARCEL SVC INC	746 000	67,010.44	80,359 12
911365AZ7	UNITED RENTALS NORTH AMER INC	16000 000	17,453 76	17,080 00
912828C24	UNITED STATES TREAS NT	250000 000	250,888 81	255,352 50
912828JR2	UNITED STATES TREAS NT	350000 000	370,392 31	375,704.00
912828K74	UNITED STATES TREAS NT	400000 000	397,515 63	418,172 00
912828L65	UNITED STATES TREAS NT	65000 000	64,956 84	66,180 40
912828P53	UNITED STATES TREAS NT	65000 000	64,662 30	65,126 75
912828QY9	UNITED STATES TREAS NT	225000 000	229,362 84	232,620 75
912828SV3	UNITED STATES TREAS NT	250000 000	247,656 25	258,330 00
912828VS6	UNITED STATES TREAS NT	225000 000	231,997 51	243,747 00
912828WE6	UNITED STATES TREAS NT	500000 000	513,787 05	551,170 00
912828WJ5	UNITED STATES TREAS NT	250000 000	255,866.79	271,532 50
912828WN6	UNITED STATES TREAS NT	350000 000	349,576 18	366,516 50
912828WS5	UNITED STATES TREAS NT	275000 000	275,268 84	282,337 00
912828XA3	UNITED STATES TREAS NT	250000 000	250,298 87	251,875 00
912828XB1	UNITED STATES TREAS NT	250000 000	249,511 72	264,072 50
913017109	UNITED TECHNOLOGIES CORP	1068 000	90,740 04	109,523 40
91324P102	UNITEDHEALTH GROUP INC	256 000	29,016 37	36,147 20
918204108	V F CORP	332 000	14,034 45	20,414 68
91913Y100	VALERO ENERGY CORP NEW	550 000	39,542 36	28,050 00
92342Y109	VERIFONE SYS INC	642 000	17,936 99	11,902 68
92343E102	VERISIGN INC	418 000	35,955 82	36,140 28
92343EAH5	VERISIGN INC UNSECD SR GBL NT	10000 000	9,916 20	10,250 00
92343V104	VERIZON COMMUNICATIONS INC	3597 000	134,251.53	200,856 48
92343VBC7	VERIZON COMMUNICATIONS INC	105000 000	107,870 29	113,142 75
92343X100	VERINT SYS INC	418 000	14,168 61	13,848 34
92345Y106	VERISK ANALYTICS INC	443.000	34,573 87	35,918 44
92532F100	VERTEX PHARMACEUTICALS INC	1163 000	87,629 07	100,041 26
92826C839	VISA INC	1250 000	38,198 90	92,712 50

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
6/30/2016



Cusip	Asset	Units	Basis	Market Value
92849E101	VITAMIN SHOPPE INC	478 000	16,329 30	14,612 46
92852T201	VIVENDI SA	3748 000	90,220 56	70,368 70
92857W308	VODAFONE GROUP PLC NEW	3227 000	110,917.85	99,682 03
92890T106	WH GROUP LTD	5381 000	68,935 34	84,341.79
92937A102	WPP PLC	1375 000	121,206 69	143,715 00
92939U106	WEC ENERGY GROUP INC	374 000	12,783 81	24,422 20
930059100	WADDELL & REED FINL INC	715 000	15,423 42	12,312 30
930427109	WAGEWORKS INC	347 000	13,237 97	20,754 07
931142103	WAL-MART STORES INC	336 000	25,400 11	24,534 72
931142CZ4	WAL-MART STORES INC	150000.000	159,394 80	162,271 50
94106L109	WASTE MGMT INC DEL	472 000	14,576 24	31,279 44
94946T106	WELLCARE GROUP INC	75 000	4,601 96	8,046 00
949746101	WELLS FARGO & CO	3894 000	124,582.74	184,303 02
94974BGA2	WELLS FARGO & CO NEW	130000.000	128,748 10	136,347 90
968223206	WILEY JOHN & SONS INC	450.000	20,959 89	23,481 00
96925P104	WILLIAM HILL PLC	3049 000	66,246 79	41,981 68
98212B103	WPX ENERGY INC	2086 000	11,577 10	19,420 66
98310W108	WYNDHAM WORLDWIDE CORP	118 000	8,692 62	8,405 14
98389B100	XCEL ENERGY INC	539 000	19,618 52	24,136 42
98433V102	YAHOO JAPAN CORP	8381 000	60,359.09	73,853 37
989207105	ZEBRA TECHNOLOGIES CORP	252 000	13,848 12	12,625 20
98978V103	ZOETIS INC	1217 000	55,663 12	57,758 82
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	1977 121	1,652,000 00	2,182,741 31
G0408V102	AON PLC	1047.000	109,911 95	114,363 81
G0450A105	ARCH CAP GROUP LTD	158 000	11,033 06	11,376 00
G0585R106	ASSURED GUARANTY LTD	350 000	9,155 48	8,879 50
G1151C101	ACCENTURE PLC	1275 000	86,313 19	144,444.75
G16234109	BROOKFIELD BUSINESS PARTNERS	0 040	0 00	0.76
G27823106	DELPHI AUTOMOTIVE PLC	598 000	20,042 38	37,434.80
G29183103	EATON CORP PLC	793 000	49,415 99	47,365 89
G33856108	FERROGLOBE PLC	696.000	6,753 60	5,992 56
G5480U104	LIBERTY GLOBAL PLC	471 000	16,022 88	13,687.26
G5480U120	LIBERTY GLOBAL PLC	470 000	15,736 52	13,465 50
G5480U138	LIBERTY LILAC GROUP	82 932	1,525 80	2,675 39

CHARLES EDWARD STUART CHARITABLE

91-1088288

Balance Sheet

6/30/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
G5480U153	LIBERTY LILAC GROUP	78 181	1,408 75	2,540 10
G58249106	MARKIT LIMITED	2078 000	59,225 70	67,742 80
G5960L103	MEDTRONIC PLC	1547 000	116,984 57	134,233 19
G9618E107	WHITE MTNS INS GROUP LTD	67 000	49,011 71	56,414 00
G96629103	WILLIS TOWERS	153 000	17,573 44	19,019 43
H1467J104	CHUBB LTD	1410 000	125,730 26	184,301 10
H42097107	UBS GROUP AG	3668 000	65,037 21	47,537 28
L44385109	GLOBANT SA	260 000	7,495 06	10,231 00
M75253100	ORBOTECH LTD	378 000	9,678 20	9,657 90
N00985106	AERCAP HOLDINGS NV	1795 000	67,662 70	60,294 05
N51488117	MOBILEYE NV	2628 000	114,626 65	121,255 92
N53745100	LYONDELLBASELL INDUSTRIES NV	373 000	32,307.32	27,758 66
N7902X106	SENSATA TECH HLDG NV	320 000	11,519 62	11,164 80
N96617118	WRIGHT MED GROUP N V	597 000	11,648 28	10,369 89
Y09827109	BROADCOM LTD	479.000	16,166 60	74,436 60
		Totals	59,677,314 24	62,459,101 02