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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning 12/1/2015, and ending 11/30/2016

Name of foundation THE ROGER JAMES CHARITABLE FOUNDATION			A Employer identification number 26-1586251	
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here ☐	
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 9,939,057		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		
(Part I, column (d) must be on cash basis)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	211,229	198,421		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	248,917			
	b Gross sales price for all assets on line 6a	3,155,399			
	7 Capital gain net income (from Part IV, line 2)		248,917		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	460,146	447,338			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	68,565	27,426		41,139
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,437	891		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	19,328	19,328		
	24 Total operating and administrative expenses. Add lines 13 through 23	95,330	47,645	0	41,139
	25 Contributions, gifts, grants paid	511,505			511,505
26 Total expenses and disbursements. Add lines 24 and 25	606,835	47,645	0	552,644	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-146,689				
b Net investment income (if negative, enter -0-)		399,693			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	15,470	2	2	
	2	Savings and temporary cash investments	385,257	182,524	182,524	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)	1,272,408	1,235,209	1,236,600	
	b	Investments—corporate stock (attach schedule)	5,670,420	5,933,587	7,130,521	
	c	Investments—corporate bonds (attach schedule)	927,257	1,229,838	1,242,045	
	Liabilities	11	Investments—land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)	609,046	153,970	147,365	
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)	8,879,858	8,735,130	9,939,057	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0	0		
		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	8,879,858	8,735,130			
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)	8,879,858	8,735,130			
31	Total liabilities and net assets/fund balances (see instructions)	8,879,858	8,735,130			

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	8,879,858
2	Enter amount from Part I, line 27a	2	-146,689
3	Other increases not included in line 2 (itemize) ☐ See Attached Statement	3	16,266
4	Add lines 1, 2, and 3	4	8,749,435
5	Decreases not included in line 2 (itemize) ☐ See Attached Statement	5	14,305
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,735,130

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	248,917
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	1,084,547	10,167,883	0.106664
2013	53,312	10,227,522	0.005213
2012	522,411	9,327,304	0.056009
2011	505,419	9,152,376	0.055223
2010	504,905	8,981,528	0.056216

2	Total of line 1, column (d)	2	0.279325
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	0.055865
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	9,459,041
5	Multiply line 4 by line 3	5	528,429
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,997
7	Add lines 5 and 6	7	532,426
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	552,644

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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-)			0
3	Add lines 1 and 2			3,997
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			3,997
6	Credits/Payments.			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	6,546	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d			6,546
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			2,549
11	Enter the amount of line 10 to be Credited to 2016 estimated tax Refunded			2,549

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ UST-MLT, A DIVISION OF BANK OF AMERICA, N. Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

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

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

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

5b N/A

6b X

7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US TRUST COMPANY A DIVISION OF BANK OF AMERICA P O Box 1501, NJ2-130-03-31 Pennington, NJ 08534-	TRUSTEE 2.00	68,565		

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	0

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	9,296,572
b	Average of monthly cash balances	1b	306,515
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	9,603,087
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,603,087
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	144,046
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,459,041
6	Minimum investment return. Enter 5% of line 5	6	472,952

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	472,952
2a	Tax on investment income for 2015 from Part VI, line 5	2a	3,997
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,997
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	468,955
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	468,955
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	468,955

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	552,644
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	552,644
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	3,997
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	548,647

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				468,955
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015:				
a From 2010	65,873			
b From 2011	56,759			
c From 2012	69,303			
d From 2013				
e From 2014	589,245			
f Total of lines 3a through e	781,180			
4 Qualifying distributions for 2015 from Part XII, line 4: \$ 552,644				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2015 distributable amount				468,955
e Remaining amount distributed out of corpus	83,689			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	864,869			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	65,873			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	798,996			
10 Analysis of line 9:				
a Excess from 2011	56,759			
b Excess from 2012	69,303			
c Excess from 2013				
d Excess from 2014	589,245			
e Excess from 2015	83,689			

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

N/A

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

ROGER JAMES

- 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.

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THE ROGER JAMES CHARITABLE FOUNDATION

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	511,505
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

Recipient(s) paid during the year

Name

CAT ADOPTION TEAM

Street

14175 SW GALBREATH DR

City

SHERWOOD

State

OR

Zip Code

97140-9170

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

102,301

Name

BEST FRIENDS ANIMAL SOCIETY

Street

5001 ANGEL CANYON RD

City

KANAB

State

UT

Zip Code

84741-5000

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

102,301

Name

BENTON-FRANKLIN CO HUMANE SOCIETY INC.

Street

1736 E 7TH AVE

City

KENNEWICK

State

WA

Zip Code

99337-9600

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

102,301

Name

FERAL CAT COALITION OF OREGON

Street

PO BOX 82734

City

PORTLAND

State

OR

Zip Code

97282-0734

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

102,301

Name

FERAL CAT SPAY-NEUTER PROJECT

Street

4001 198TH ST SW

City

LYNWOOD

State

WA

Zip Code

98036-6731

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

102,301

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions													Amount	
Short Term CG Distributions													0	0
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Totals				
										Capital Gains/Losses	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments		
										3,155,399	2,906,482	0		
										0	0	0		
1 AT&T INC	002068AAJ1	X				2/20/2008	1/8/2016	19,321	17,720				0	1,601
2 ACTIVISION BLIZZARD INC	09507Y109	X				10/20/2015	1/8/2016	2,906	2,701				0	205
3 ALPHABET INC SHS CL C	02079K107	X				6/28/2012	1/8/2016	3,607	3,401				0	2,206
4 ALPHABET INC SHS CL A	02079K305	X				6/28/2012	1/8/2016	5,801	2,280				0	3,641
5 ALTRIA GROUP INC	022095103	X				6/10/2015	1/8/2016	7,306	6,155				0	1,151
6 AMERICAN INTERNATIONAL	026874784	X				9/17/2012	1/8/2016	5,255	3,138				0	2,117
7 AMERICAN INTERNATIONAL	026874784	X				9/18/2012	2/22/2016	7,437	4,935				0	2,502
8 AMERICAN INTERNATIONAL	026874784	X				9/17/2012	2/22/2016	7,805	5,291				0	2,614
9 AMGEN INC COM PV \$0.0001	031162100	X				11/15/2010	8/30/2016	39,416	12,640				0	26,776
10 APPLE INC	037833100	X				6/27/2012	1/8/2016	12,345	10,271				0	2,074
11 APPLE INC	037833A66	X				5/13/2013	1/8/2016	7,852	7,625				0	27
12 BP PLC SPON ADR	055622104	X				1/8/2014	1/8/2016	3,210	5,364				0	-2,154
13 BP PLC SPON ADR	055622104	X				1/9/2014	1/8/2016	2,247	3,775				0	-1,528
14 BLACKROCK STRATEGIC	09256H286	X				3/4/2014	12/4/2015	170,600	175,749				0	-5,149
15 BLACKROCK STRATEGIC	09256H286	X				3/4/2014	1/8/2016	26,120	27,433				0	-1,313
16 BLACKROCK STRATEGIC	09256H286	X				3/4/2014	9/23/2016	241,070	251,894				0	-10,824
17 BROCADE COMMUNICATION	111821306	X				6/2/2014	5/31/2016	12,881	12,936				0	-275
18 BROCADE COMMUNICATION	111821306	X				6/3/2014	5/31/2016	7,982	8,231				0	-249
19 BROCADE COMMUNICATION	111821306	X				6/27/2014	5/31/2016	13,421	13,791				0	-370
20 BROCADE COMMUNICATION	111821306	X				5/7/2015	5/31/2016	5,430	7,124				0	-1,694
21 BROCADE COMMUNICATION	111821306	X				5/30/2014	5/31/2016	13,113	13,311				0	-198
22 BROCADE COMMUNICATION	111821306	X				5/29/2014	5/31/2016	7,702	7,745				0	-43
23 BROCADE COMMUNICATION	111821306	X				6/15/2015	5/31/2016	3,802	4,927				0	-1,325
24 CDW CORP	12514G108	X				9/9/2015	1/8/2016	4,680	4,784				0	-84
25 CIGNA CORP	125509109	X				4/8/2015	1/8/2016	8,046	7,480				0	-566
26 CIGNA CORP	125509109	X				4/8/2015	2/22/2016	15,424	14,823				0	-601
27 CIGNA CORP	125509109	X				4/9/2015	2/22/2016	5,323	5,142				0	-181
28 CIGNA CORP	125509109	X				4/9/2015	2/23/2016	12,098	11,602				0	-496
29 CIGNA CORP	125509109	X				4/9/2015	7/11/2016	8,267	8,438				0	-171
30 CIGNA CORP	125509109	X				4/9/2015	7/5/2016	10,922	11,338				0	-418
31 CIGNA CORP	125509109	X				4/9/2015	7/6/2016	11,000	11,338				0	-338
32 CIGNA CORP	125509109	X				4/9/2015	7/7/2016	2,560	2,637				0	-77
33 CVS HEALTH CORP	126550100	X				7/12/2012	1/8/2016	7,321	3,663				0	3,664
34 CARVILL CORP PAIRED SH	143656300	X				2/27/2015	1/8/2016	3,685	3,094				0	591
35 COMCAST CORP	20030N800	X				12/7/2015	1/11/2016	12,213	12,295				0	-82
36 CISCO SYSTEMS INC COM	17275R102	X				8/6/2013	1/8/2016	3,069	3,216				0	-147
37 CISCO SYSTEMS INC	17275R102	X				2/24/2009	1/8/2016	17,538	15,709				0	1,829
38 CITIGROUP INC COM NEW	172967424	X				8/12/2012	1/8/2016	5,682	3,293				0	2,389
39 CITIGROUP INC	172967F73	X				11/17/2011	1/8/2016	7,535	6,823				0	712
40 COGNIZANT TECH SOLUTIONS	192446102	X				4/8/2015	1/8/2016	3,210	3,577				0	-367
41 COMCAST CORP NEW CL A	20030N101	X				9/24/2012	1/8/2016	5,986	5,992				0	3,084
42 COMCAST CORP NEW CL A	20030N101	X				9/24/2012	7/13/2016	33,409	18,203				0	15,206
43 DOW CHEMICAL CO	260543103	X				10/21/2013	1/8/2016	3,193	2,816				0	377
44 DOW CHEMICAL CO	260543103	X				10/22/2013	6/10/2016	17,185	13,352				0	3,833
45 DOW CHEMICAL CO	260543103	X				10/21/2013	6/10/2016	10,761	9,311				0	2,450
46 EASTMAN CHEMICAL CO	277432100	X				6/10/2016	10/18/2016	8,594	9,573				0	-979
47 EASTMAN CHEMICAL CO	277432100	X				6/13/2016	10/18/2016	6,120	6,877				0	-757
48 EASTMAN CHEMICAL CO	277432100	X				6/16/2016	10/19/2016	2,170	2,328				0	-158
49 EASTMAN CHEMICAL CO	277432100	X				6/15/2016	10/19/2016	6,682	9,510				0	-828
50 EASTMAN CHEMICAL CO	277432100	X				6/13/2016	10/19/2016	2,499	2,780				0	-281
51 EASTMAN CHEMICAL CO	277432100	X				6/14/2016	10/19/2016	6,682	9,438				0	-756
52 FACEBOOK INC	30303M102	X				5/29/2014	1/8/2016	5,350	3,464				0	1,886
53 FACEBOOK INC	30303M102	X				5/29/2014	6/10/2016	64,521	35,379				0	29,142
54 FEDERAL NATL MTG ASSOC	3135G0B40	X				8/2/2012	1/8/2016	16,091	16,061				0	10
55 FEDERAL NATL MTG ASSOC	3135G0B40	X				5/8/2013	4/11/2016	8,000	6,000				0	0
56 FEDERAL NATL MTG ASSOC	3135G0B40	X				8/2/2012	6/10/2016	84,000	84,000				0	0
57 FEDERAL HOME LN MTG CO	3137FADH8	X				11/18/2013	12/14/2015	126,050	126,158				0	-108
58 FEDERAL NATL MTG ASSOC	31398ADN1	X				1/3/2008	1/8/2016	20,181	19,239				0	942
59 ROSS STORES INC COM	778296103	X				5/4/2009	1/28/2016	18,185	3,271				0	14,914
60 ROSS STORES INC COM	778296103	X				5/4/2009	1/29/2016	5,015	890				0	4,125
61 ROSS STORES INC COM	778296103	X				5/4/2009	8/24/2016	10,783	1,636				0	9,147
62 ROSS STORES INC COM	778296103	X				5/4/2009	8/25/2016	21,076	3,223				0	-281
63 ROSS STORES INC COM	778296103	X				6/27/2014	8/26/2016	2,221	1,156				0	1,065
64 ROSS STORES INC COM	778296103	X				5/4/2009	8/26/2016	2,031	310				0	1,721
65 ROSS STORES INC COM	778296103	X				6/27/2014	10/18/2016	13,382	6,894				0	6,448
66 SCHLUMBERGER LTD	806857108	X				10/10/2013	1/8/2016	6,289	9,536				0	-2,247
67 SHELL INTERNATIONAL FIN	822582A11	X				9/17/2009	1/8/2016	15,044	13,928				0	1,116
68 SOUTHWEST AIRLINS CO	844714108	X				7/9/2015	1/8/2016	6,409	4,887				0	1,522
69 SUNCOR ENERGY INC NEW	867224107	X				11/4/2013	1/8/2016	3,174	4,604				0	-1,430
70 TEVA PHARMACEUTICALS AC	881624209	X				7/1/2014	1/8/2016	6,468	5,385				0	1,083
71 3M COMPANY	885751101	X				9/24/2012	1/8/2016	4,825	3,189				0	1,636
72 3M COMPANY	885751101	X				9/24/2012	12/8/2016	34,245	22,028				0	12,217
										3,155,399	2,906,482	0	248,917	
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments
Long Term CG Distributions	Amount	0									0	3,155,399	2,806,482
Short Term CG Distributions	Amount	0									0	0	0
73 TRAVELERS COS INC	89417E109	X				3/17/2008	10/18/2016	3,458	1,388				
74 TRAVELERS COS INC	89417E109	X				3/17/2008	10/18/2016	3,942	3,942				0
75 TRAVELERS COS INC	89417E109	X				3/17/2008	10/18/2016	7,359	7,359				0
76 U.S. BANCORP (NEW)	902973304	X				7/24/2012	1/8/2016	5,476	4,550				0
77 UNITED CONTL HLDS INC	910047109	X				1/31/2013	4/13/2016	6,710	2,943				0
78 UNITED CONTL HLDS INC	910047109	X				2/11/2013	4/13/2016	5,940	2,630				0
79 UNITED CONTL HLDS INC	910047109	X				1/30/2013	4/13/2016	6,710	2,830				0
80 UNITED CONTL HLDS INC	910047109	X				1/29/2013	4/13/2016	6,600	2,903				0
81 U.S. TREASURY NOTE	912828D56	X				12/3/2014	1/8/2016	15,326	15,098				0
82 U.S. TREASURY NOTE	912828D98	X				12/3/2014	1/8/2016	3,002	3,004				0
83 U.S. TREASURY NOTE	912828D98	X				12/3/2014	1/8/2016	62,261	62,071				0
84 U.S. TREASURY NOTE	912828D98	X				3/26/2015	1/8/2016	4,945	5,011				0
85 U.S. TREASURY NOTE	912828D98	X				6/11/2010	1/8/2016	11,804	11,111				0
86 U.S. TREASURY NOTE	912828D98	X				4/26/2016	5/12/2016	70,436	70,402				0
87 U.S. TREASURY NOTE	912828D98	X				7/23/2015	12/7/2016	53,464	53,246				0
88 U.S. TREASURY NOTE	912828D98	X				7/23/2015	1/8/2016	6,091	6,027				0
89 U.S. TREASURY NOTE	912828D98	X				7/23/2015	1/8/2016	53,400	51,215				0
90 U.S. TREASURY NOTE	912828D98	X				7/23/2015	1/8/2016	18,066	17,968				0
91 U.S. TREASURY NOTE	912828D98	X				7/23/2015	10/28/2016	43,923	43,923				0
92 U.S. TREASURY NOTE	912828D98	X				12/7/2015	10/28/2016	115,888	113,871				0
93 UNIVERSAL HEALTH SVCS	913903100	X				1/13/2014	2/25/2016	962	513				0
94 UNIVERSAL HEALTH SVCS	913903100	X				1/13/2014	2/25/2016	13,249	10,230				0
95 UNIVERSAL HEALTH SVCS	913903100	X				6/10/2015	1/8/2016	3,274	4,368				0
96 FEDEX CORP DELAWARE	31428X106	X				6/10/2015	6/10/2016	20,602	23,400				0
97 FEDEX CORP DELAWARE	31428X106	X				6/10/2015	6/10/2016	19,965	22,669				0
98 FEDEX CORP DELAWARE	31428X106	X				6/10/2015	6/10/2016	844	739				0
99 FEDEX CORP DELAWARE	31428X106	X				6/11/2015	6/13/2016	20,435	23,643				0
100 FEDEX CORP DELAWARE	31428X106	X				6/11/2015	6/14/2016	20,707	23,828				0
101 FEDEX CORP DELAWARE	31428X106	X				6/11/2015	6/15/2016	6,890	7,843				0
102 FEDEX CORP DELAWARE	31428X106	X				6/11/2015	6/16/2016	5,045	5,053				0
103 GENERAL ELEC CAP CORP	36967G740	X				10/20/2015	1/8/2016	5,961	5,862				0
104 GILEAD SCIENCES INC	38141G104	X				12/11/2012	1/8/2016	666	476				0
105 GOLDMAN SACHS GROUP INC	38141G104	X				9/25/2012	1/8/2016	2,497	1,741				0
106 GOLDMAN SACHS GROUP INC	38141G104	X				7/28/2011	1/15/2016	22,000	22,000				0
107 GOLDMAN SACHS GROUP INC	38141G104	X				1/3/2008	1/15/2016	97,000	96,818				0
108 GOLDMAN SACHS GROUP INC	38141G104	X				6/12/2012	1/8/2016	1,263	701				0
109 JPMORGAN CHASE & CO	46625H100	X				6/12/2012	1/8/2016	5,174	2,961				0
110 JPMORGAN CHASE & CO	46625H100	X				9/18/2014	1/8/2016	7,133	6,974				0
111 JPMORGAN CHASE & CO	46625H100	X				9/18/2014	1/8/2016	6,074	6,598				0
112 LEAR CORP	521865204	X				9/10/2015	1/8/2016	16,741	9,719				0
113 LOWE'S COMPANIES INC	546661107	X				4/30/2013	1/8/2016	5,754	3,084				0
114 LOWE'S COMPANIES INC	546661107	X				4/30/2013	6/29/2016	16,873	8,353				0
115 LOWE'S COMPANIES INC	546661107	X				4/30/2013	6/29/2016	5,759	2,810				0
116 LOWE'S COMPANIES INC	546661107	X				6/30/2013	6/30/2016	11,438	5,759				0
117 LOWE'S COMPANIES INC	546661107	X				6/30/2013	6/30/2016	28,649	14,844				0
118 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
119 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
120 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
121 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
122 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
123 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
124 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
125 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
126 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
127 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
128 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
129 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
130 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
131 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
132 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
133 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
134 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
135 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
136 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
137 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
138 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
139 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
140 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
141 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
142 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
143 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0
144 LOWE'S COMPANIES INC	546661107	X				12/13/2012	1/8/2016	18,257	9,462				0

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

Long Term CG Distributions Short Term CG Distributions	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss
												Capital Gains/Losses	Other sales	Other sales	
Amount												3,155,398	0	0	248,917
												2,906,482	0	0	0
												Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
145	MOLSON COOR BREW CO CL	60871R209	X				6/27/2014	10/20/2016	12,934	8,837					4,097
146	MOLSON COOR BREW CO CL	60871R209	X				6/27/2014	10/20/2016	3,943						2,578
147	MICRON TECHNOLOGY INC	595112103	X				6/27/2014	2/22/2016	12,457	34,041					-21,584
148	MICRON TECHNOLOGY INC	595112103	X				6/27/2014	2/22/2016	47,332						-30,960
149	MOLSON COOR BREW CO CL	60871R209	X				6/27/2014	10/21/2016	18,298	12,550					5,748
150	MOLSON COOR BREW CO CL	60871R209	X				6/27/2014	10/21/2016	1,949	1,342					607
151	MOLSON COOR BREW CO CL	60871R209	X				6/15/2015	10/24/2016	11,051	7,297					3,754
152	MOLSON COOR BREW CO CL	60871R209	X				5/7/2015	10/24/2016	6,115	6,115					0
153	ORACLE CORP \$0.01 DEL	68389X105	X				6/15/2015	4/13/2016	35,479	34,530					949
154	ORACLE CORP \$0.01 DEL	68389X105	X				6/15/2015	4/13/2016	10,237	10,879					-642
155	ORACLE CORP \$0.01 DEL	68389X105	X				11/2/2012	4/13/2016	9,743	7,466					2,277
156	ORACLE CORP \$0.01 DEL	68389X105	X				6/27/2014	4/13/2016	19,774	19,469					305
157	PRIZER INC	717081103	X				12/28/2016	8/5/2016	13,485	11,593					1,812
158	PRIZER INC	717081103	X				12/28/2016	8/5/2016	7,206	6,170					1,036
159	THE PRICELINE GROUP INC	741503403	X				4/17/2014	3/31/2016	28,432	25,708					2,724
160	THE PRICELINE GROUP INC	741503403	X				4/17/2014	3/31/2016	19,395	17,758					1,637
161	THE PRICELINE GROUP INC	741503403	X				6/15/2015	3/31/2016	14,216	12,948					1,270
162	THE PRICELINE GROUP INC	741503403	X				6/27/2014	3/31/2016	15,508	14,592					916
163	THE PRICELINE GROUP INC	741503403	X				7/1/2014	3/31/2016	32,309	30,810					1,499
164	PUB SVC ENTERPRISE GRP	744573108	X				12/5/2014	2/22/2016	16,144	15,116					1,028
165	PUB SVC ENTERPRISE GRP	744573108	X				12/8/2014	2/22/2016	1,820	1,809					11
166	PUB SVC ENTERPRISE GRP	744573108	X				12/8/2014	2/23/2016	4,640	4,400					240
167	RAYTHEON CO DELAWARE	755111507	X				6/10/2015	1/8/2016	4,936	4,083					873
168	UNIVERSAL HEALTH SVCS B	913903100	X				1/9/2014	2/23/2016	221	168					53
169	UNIVERSAL HEALTH SVCS B	913903100	X				1/15/2014	2/26/2016	333	258					75
170	UNIVERSAL HEALTH SVCS B	913903100	X				1/13/2014	2/26/2016	12,654	9,749					2,905
171	UNIVERSAL HEALTH SVCS B	913903100	X				1/19/2014	4/13/2016	1,241						384
172	UNIVERSAL HEALTH SVCS B	913903100	X				1/15/2014	4/13/2016	14,393	9,955					4,428
173	ROSS STORES INC COM	778296103	X				6/27/2014	10/18/2016	5,977	5,977					0
174	ROSS STORES INC COM	778296103	X				5/7/2015	10/18/2016	12,670	10,122					2,548
175	UNIVERSAL HEALTH SVCS B	913903100	X				1/16/2014	4/14/2016	6,655	4,542					2,113
176	UNIVERSAL HEALTH SVCS B	913903100	X				6/27/2014	4/14/2016	9,166	6,955					2,211
177	UNIVERSAL HEALTH SVCS B	913903100	X				6/27/2014	4/15/2016	10,855	8,288					2,566
178	UNIVERSAL HEALTH SVCS B	913903100	X				5/7/2015	4/15/2016	4,618	4,388					228
179	UNIVERSAL HEALTH SVCS B	913903100	X				5/7/2015	4/18/2016	7,908	7,471					437
180	UNIVERSAL HEALTH SVCS B	913903100	X				6/10/2015	4/19/2016	7,782	6,139					-356
181	UNIVERSAL HEALTH SVCS B	913903100	X				6/11/2015	4/19/2016	8,048	8,476					-428
182	UNIVERSAL HEALTH SVCS B	913903100	X				6/10/2015	4/19/2016	1,132	1,181					-49
183	VALERO ENERGY CORP NEW	918137100	X				11/28/2011	1/8/2016	4,369	1,234					3,135
184	VALERO ENERGY CORP NEW	918137100	X				11/28/2011	8/30/2016	31,074	10,895					20,179
185	MACOM INC NEW CL B	92553P201	X				8/5/2015	2/18/2016	5,363	7,704					-2,341
186	VISA INC	92553P201	X				8/5/2015	2/18/2016	19,285	27,941					-8,656
187	WELLS FARGO & COMPANY	94974BF00	X				12/14/2015	1/8/2016	9,042	8,978					63
188	WELLS FARGO & COMPANY	94974BF00	X				1/9/2013	1/8/2016	7,992	8,015					-33
189	WELLS FARGO & COMPANY	94974BF00	X				5/9/2013	7/26/2016	5,020	5,006					14
190	WELLS FARGO & COMPANY	94974BF00	X				9/13/2013	7/26/2016	3,012	2,971					41
191	WELLS FARGO & COMPANY	94974BF00	X				1/9/2013	7/29/2016	46,181	46,062					119
192	WELLS FARGO & COMPANY	94974BF08	X				11/18/2013	1/8/2016	8,053	8,041					12
193	WSTN DIGITAL CORP DEL	958102105	X				1/28/2014	7/12/2016	15,340	27,016					-11,676
194	WSTN DIGITAL CORP DEL	958102105	X				1/28/2014	7/12/2016	3,157	5,485					-2,328
195	WSTN DIGITAL CORP DEL	958102105	X				1/28/2014	7/12/2016	3,060	5,268					-2,208
196	WSTN DIGITAL CORP DEL	958102105	X				6/27/2014	7/18/2016	9,180	18,423					-10,243
197	WSTN DIGITAL CORP DEL	958102105	X				6/27/2014	7/18/2016	6,554	12,659					-6,105
198	WSTN DIGITAL CORP DEL	958102105	X				8/28/2014	7/11/2016	6,466	13,370					-6,904
199	WSTN DIGITAL CORP DEL	958102105	X				5/7/2015	7/11/2016	4,958	9,532					-4,576
200	WSTN DIGITAL CORP DEL	958102105	X				8/27/2014	7/11/2016	296	617					-321

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

		7,437	891	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	891	891		
2	ESTIMATED EXCISE PAYMENTS	6,546			

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

		19,328	19,328	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT EXPENSES	19,303	19,303		
2	STATE AG FEES	25	25		

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

Part II, Line 10a (990-R) - Investments - U.S. and State Government Obligations													
		Federal		State/Local									
		1,272,408		0		1,235,209		0		0		1,236,600	
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation						
1				0									
2	FEDERAL NATL MTG ASSOC		0	105,002		106,515							
3	U.S. TREASURY BOND		0	94,297		108,259							
4	U.S. TREASURY BOND 3 125% FEB 15 20		0	154,974		160,716							
5	U.S. TREASURY BOND		0	118,472		102,939							
6	U.S. TREASURY NOTE		0	162,957		163,202							
7	U.S. TREASURY NOTE		0	51,605		51,588							
8	U.S. TREASURY NOTE		0	122,997		121,050							
9	U.S. TREASURY NOTE		0	60,264		56,504							
10	U.S. TREASURY NOTE		0	94,168		97,984							
11	U.S. TREASURY NOTE		0	131,705		129,429							
12	U.S. TREASURY NOTE		0	80,866		80,731							
13	U.S. TREASURY NOTE		0	57,902		57,683							

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

Statement of Financial Position - Investments in Corporate Stocks								
Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1								
2	ALLERGAN PLC	0		68,384		58,096		
3	FLEXTRONICS INTL LTD	0		66,199		75,444		
4	AT&T INC	0		34,273		32,411		
5	ACTIVISION BLIZZARD INC	0		106,929		118,360		
6	AETNA INC	0		99,382		173,101		
7	ALPHABET INC SHS CL C	0		65,324		122,044		
8	ALPHABET INC SHS CL A	0		87,796		175,349		
9	ALTRIA GROUP INC	0		151,224		189,233		
10	AMERICAN INTERNATIONAL	0		88,264		122,164		
11	AMGEN INC	0		58,640		83,705		
12	APPLE COMPUTER INC.COM	0		304,495		334,212		
13	AVERY DENNISON CORP	0		39,963		37,904		
14	BP P L C SPONS ADR	0		120,964		104,890		
15	BIOGEN IDEC INC	0		103,415		96,749		
16	CDW CORP	0		98,262		124,411		
17	CIGNA CORP.COM	0		72,024		70,065		
18	CVS CORP	0		123,447		143,092		
19	CARNIVAL CORP	0		106,697		119,528		
20	CENTENE CORP DEL	0		73,186		55,152		
21	CISCO SYS INC	0		123,071		145,432		
22	CITIGROUP INC.COM NEW	0		133,994		202,102		
23	COGNIZANT TECHNOLOGY SOLUTIONS	0		102,660		89,119		
24	COMCAST CORP NEW CL A	0		132,030		209,642		
25	D R HORTON INC	0		73,372		64,643		
26	DELTA AIR LINES INC	0		92,861		93,710		
27	DOW CHEMICAL COMPANY COMMON	0		57,952		69,817		
28	DR PEPPER SNAPPLE GROUP	0		61,289		81,102		
29	EXXON MOBIL CORP	0		97,476		95,681		
30	FACEBOOK INC	0		44,734		67,144		
31	GILEAD SCIENCES INC	0		185,721		137,598		
32	GOLDMAN SACHS GROUP INC	0		122,450		176,309		
33	GOODYEAR TIRE & RUBBER COMPANY C	0		66,562		69,574		
34	HOME DEPOT INC USD 0 05	0		81,208		114,131		
35	HUMANA INC.COM	0		129,094		151,187		
36	INTEL CORPORATION	0		65,417		68,810		
37	J P MORGAN CHASE & CO	0		160,018		271,135		
38	LABORATORY CORP AMER HLDGS	0		75,549		86,711		
39	LAM RESH CORP.COM	0		71,293		92,343		
40	LEAR CORP SHS	0		106,076		121,610		
41	LENNAR CORP	0		70,345		58,918		
42	LOWES COMPANIES INC.COM	0		83,606		118,947		
43	MICROSOFT CORP.COM	0		200,182		255,502		
44	OMNICOM GROUP INC.COM	0		87,061		103,806		
45	OWENS CORNING INC COMMON	0		32,497		37,867		
46	PACKAGING CORP AMER	0		45,430		75,945		

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

Part II, Line 10b (990-PF) - Investments - Corporate Stock								5,670,420	5,933,587	0	7,130,521
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year					
47	PFIZER INC COM	0		124,740		132,899					
48	PUBLIC SERVICE ENTERPRISE GROUP IN	0		61,379		60,313					
49	RAYTHEON CO	0		102,312		150,736					
50	ROBERT HALF INTL INC	0		34,265		41,864					
51	SCANA CORP NEW	0		31,376		36,605					
52	SCHLUMBERGER LIMITED COM	0		170,669		158,014					
53	SOUTHWEST AIRLINES CO	0		93,099		120,161					
54	SUNCOR ENERGY INC NEW	0		107,946		98,639					
55	SUNTRUST BANKS INC	0		123,777		178,968					
56	TEVA PHARMACEUTICAL INDS ADR	0		132,449		87,916					
57	3M CO	0		63,798		73,676					
58	TRAVELERS COS INC	0		40,973		66,423					
59	US BANCORP DEL	0		128,591		173,620					
60	UNITED CONTL HLDGS INC	0		49,867		84,533					
61	UNITED HEALTH GROUP INC	0		79,791		133,305					
62	VALERO ENERGY CORP NEW	0		64,921		76,150					
63	WALGREENS BOOTS ALLIANCE	0		152,818		162,004					

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

		927,257		1,229,838		0		1,242,045	
	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1									
2	AT&T INC			0	86,331		89,525		
3	APPLE INC			0	104,671		106,098		
4	BANK OF NY MELLON CORP			0	58,752		56,201		
5	CISCO SYSTEMS INC			0	88,949		94,054		
6	CITIGROUP INC			0	50,975		56,855		
7	COMCAST CORP			0	110,443		109,155		
8	GENERAL ELEC CAP CORP			0	78,650		78,319		
9	JPMORGAN CHASE & CO			0	107,605		110,347		
10	ORACLE CORP			0	114,830		110,094		
11	USD ROYAL BK CANADA			0	57,869		57,377		
12	SHELL INTERNATIONAL FIN			0	93,374		97,637		
13	US BANCORP			0	52,420		52,431		
14	VISA INC			0	110,739		111,105		
15	WELLS FARGO & COMPANY			0	51,188		51,258		
16	WELLS FARGO & COMPANY			0	63,042		61,589		

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

		609,046	153,970	147,365
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description			
2	BLACKROCK STRATEGIC	0	153,970	147,365

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	FEDERAL EXCISE TAX REFUND	1	7,171
2	COST BASIS ADJUSTMENT	2	8,840
3	PURCHASE OF ACCRUED INTEREST C/O FROM PY	3	255
4	Total	4	16,266

Line 5 - Decreases not included in Part III, Line 2

1	BOND AMORTIZATION	1	12,808
2	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	2	1,497
3	Total	3	14,305

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

Long Term CG Distributions		Short Term CG Distributions		Amount		Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/16	Adjusted Basis as of 12/31/16	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj. Basis or Losses
1	2	3	4	5	6												
1	AT&T INC	00206RAJ1	2/20/2008	1/8/2016	19,321				19,321			0	1,601	0	0	0	248,917
2	ACTIVISION BLIZZARD INC	00507V109	10/20/2015	1/8/2016	2,701				2,701			0	205	0	0	0	248,917
3	ALPHABET INC SHS CLC	02078K107	6/28/2012	1/8/2016	3,607				3,607			0	2,206	0	0	0	205
4	ALPHABET INC SHS CLC	02078K107	6/28/2012	1/8/2016	3,607				3,607			0	2,206	0	0	0	205
5	ALPHABET INC SHS CLC	02078K107	6/28/2012	1/8/2016	3,607				3,607			0	2,206	0	0	0	205
6	AMERICAN INTERNATIONAL	02209S103	9/17/2012	1/8/2016	7,306				7,306			0	1,151	0	0	0	3,641
7	AMERICAN INTERNATIONAL	026874784	9/17/2012	1/8/2016	5,255				5,255			0	2,117	0	0	0	1,151
8	AMERICAN INTERNATIONAL	026874784	9/17/2012	1/8/2016	7,306				7,306			0	2,117	0	0	0	2,117
9	AMERICAN INTERNATIONAL	026874784	9/17/2012	1/8/2016	7,306				7,306			0	2,117	0	0	0	2,117
10	ANGEN INC COM PV \$0.0001	031621100	11/15/2010	8/30/2016	39,416				39,416			0	2,614	0	0	0	2,502
11	APPLE INC	037833AK6	6/27/2012	1/8/2016	12,345				12,345			0	2,614	0	0	0	2,502
12	BP PLC	05622104	5/13/2013	1/8/2016	7,825				7,825			0	2,614	0	0	0	2,502
13	BP PLC	05622104	5/13/2013	1/8/2016	7,825				7,825			0	2,614	0	0	0	2,502
14	BLACKROCK STRATEGIC	09256H286	1/8/2014	1/8/2016	3,210				3,210			0	2,154	0	0	0	2,154
15	BLACKROCK STRATEGIC	09256H286	1/8/2014	1/8/2016	3,210				3,210			0	2,154	0	0	0	2,154
16	BLACKROCK STRATEGIC	09256H286	1/8/2014	1/8/2016	3,210				3,210			0	2,154	0	0	0	2,154
17	BLACKROCK STRATEGIC	09256H286	1/8/2014	1/8/2016	3,210				3,210			0	2,154	0	0	0	2,154
18	BROCADE COMMUNICATION	111621306	6/27/2014	5/31/2016	7,982				7,982			0	2,491	0	0	0	2,491
19	BROCADE COMMUNICATION	111621306	6/27/2014	5/31/2016	7,982				7,982			0	2,491	0	0	0	2,491
20	BROCADE COMMUNICATION	111621306	6/27/2014	5/31/2016	7,982				7,982			0	2,491	0	0	0	2,491
21	BROCADE COMMUNICATION	111621306	6/27/2014	5/31/2016	7,982				7,982			0	2,491	0	0	0	2,491
22	BROCADE COMMUNICATION	111621306	6/27/2014	5/31/2016	7,982				7,982			0	2,491	0	0	0	2,491
23	BROCADE COMMUNICATION	111621306	6/27/2014	5/31/2016	7,982				7,982			0	2,491	0	0	0	2,491
24	CDW CORP	125140108	9/9/2015	1/8/2016	4,680				4,680			0	84	0	0	0	84
25	CIGNA CORP	125509109	4/8/2015	1/8/2016	8,046				8,046			0	566	0	0	0	566
26	CIGNA CORP	125509109	4/8/2015	1/8/2016	8,046				8,046			0	566	0	0	0	566
27	CIGNA CORP	125509109	4/8/2015	1/8/2016	8,046				8,046			0	566	0	0	0	566
28	CIGNA CORP	125509109	4/8/2015	1/8/2016	8,046				8,046			0	566	0	0	0	566
29	CIGNA CORP	125509109	4/8/2015	1/8/2016	8,046				8,046			0	566	0	0	0	566
30	CIGNA CORP	125509109	4/8/2015	1/8/2016	8,046				8,046			0	566	0	0	0	566
31	CIGNA CORP	125509109	4/8/2015	1/8/2016	8,046				8,046			0	566	0	0	0	566
32	CIGNA CORP	125509109	4/8/2015	1/8/2016	8,046				8,046			0	566	0	0	0	566
33	CVS HEALTH CORP	126850100	7/12/2012	1/8/2016	3,327				3,327			0	3,664	0	0	0	3,664
34	CARNIVAL CORP PAIRED SH	143659300	2/27/2015	1/8/2016	3,685				3,685			0	591	0	0	0	591
35	COMCAST CORP	20030N101	12/7/2015	1/11/2016	12,213				12,213			0	82	0	0	0	82
36	COMCAST CORP	20030N101	12/7/2015	1/11/2016	12,213				12,213			0	82	0	0	0	82
37	CISCO SYSTEMS INC	17275R102	8/8/2013	1/8/2016	3,069				3,069			0	147	0	0	0	147
38	CISCO SYSTEMS INC	17275R102	8/8/2013	1/8/2016	3,069				3,069			0	147	0	0	0	147
39	CITIGROUP INC	172967424	2/24/2009	1/8/2016	17,509				17,509			0	1,829	0	0	0	1,829
40	CITIGROUP INC	172967424	2/24/2009	1/8/2016	17,509				17,509			0	1,829	0	0	0	1,829
41	COGNIZANT TECH SOLUTIONS	192446102	11/17/2011	1/8/2016	7,535				7,535			0	3,289	0	0	0	3,289
42	COMCAST CORP NEW CL A	20030N101	9/24/2012	1/8/2016	33,409				33,409			0	15,206	0	0	0	15,206
43	COMCAST CORP NEW CL A	20030N101	9/24/2012	1/8/2016	33,409				33,409			0	15,206	0	0	0	15,206
44	COMCAST CORP NEW CL A	20030N101	9/24/2012	1/8/2016	33,409				33,409			0	15,206	0	0	0	15,206
45	COMCAST CORP NEW CL A	20030N101	9/24/2012	1/8/2016	33,409				33,409			0	15,206	0	0	0	15,206
46	COMCAST CORP NEW CL A	20030N101	9/24/2012	1/8/2016	33,409				33,409			0	15,206	0	0	0	15,206
47	EASTMAN CHEMICAL CO	277432100	6/13/2016	10/18/2016	2,170				2,170			0	158	0	0	0	158
48	EASTMAN CHEMICAL CO	277432100	6/13/2016	10/18/2016	2,170				2,170			0	158	0	0	0	158
49	EASTMAN CHEMICAL CO	277432100	6/13/2016	10/18/2016	2,170				2,170			0	158	0	0	0	158
50	EASTMAN CHEMICAL CO	277432100	6/13/2016	10/18/2016	2,170				2,170			0	158	0	0	0	158
51	EASTMAN CHEMICAL CO	277432100	6/13/2016	10/18/2016	2,170				2,170			0	158	0	0	0	158
52	FACEBOOK INC	30303M102	5/29/2014	1/8/2016	5,350				5,350			0	1,886	0	0	0	1,886
53	FEDERAL NATL MTS ASSOC	3135G0B0A	5/29/2014	1/8/2016	64,521				64,521			0	28,142	0	0	0	28,142
54	FEDERAL NATL MTS ASSOC	3135G0B0A	5/29/2014	1/8/2016	64,521				64,521			0	28,142	0	0	0	28,142
55	FEDERAL NATL MTS ASSOC	3135G0B0A	5/29/2014	1/8/2016	64,521				64,521			0	28,142	0	0	0	28,142
56	FEDERAL NATL MTS ASSOC	3135G0B0A	5/29/2014	1/8/2016	64,521				64,521			0	28,142	0	0	0	28,142
57	FEDERAL NATL MTS ASSOC	3135G0B0A	5/29/2014	1/8/2016	64,521				64,521			0	28,142	0	0	0	28,142
58	FEDERAL NATL MTS ASSOC	3135G0B0A	5/29/2014	1/8/2016	64,521				64,521			0	28,142	0	0	0	28,142
59	FEDERAL NATL MTS ASSOC	3135G0B0A	5/29/2014	1/8/2016	64,521				64,521			0	28,142	0	0	0	28,142
60	ROSS STORES INC COM	778296103	5/4/2009	1/8/2016	10,783				10,783			0	9147	0	0	0	9147
61	ROSS STORES INC COM	778296103	5/4/2009	1/8/2016	10,783				10,783			0	9147	0	0	0	9147
62	ROSS STORES INC COM	778296103	5/4/2009	1/8/2016	10,783				10,783			0	9147	0	0	0	9147
63	ROSS STORES INC COM	778296103	5/4/2009	1/8/2016	10,783				10,783			0	9147	0	0	0	9147
64	ROSS STORES INC COM	778296103	5/4/2009	1/8/2016	10,783				10,783			0	9147	0	0	0	9147
65	ROSS STORES INC COM	778296103	5/4/2009	1/8/2016	10,783				10,783			0	9147	0	0	0	9147
66	ROSS STORES INC COM	778296103	5/4/2009	1/8/2016	10,783				10,783			0	9147	0	0	0	9147
67	SHELL INTERNATIONAL FIN	806857108	10/10/2013	1/8/2016	15,044				15,044			0	1,116	0	0	0	1,116
68	SOUTHWEST AIRLINS CO	824471108	7/9/2015	1/8/2016	6,409				6,409			0	1,522	0	0	0	1,522
69	SUNCOR ENERGY INC NEW	967224107	1/14/2013	1/8/2016	3,174				3,174			0	1,430	0	0	0	1,430

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Long Term CG Distributions		Short Term CG Distributions		Amount		Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj. Basis or Losses
				0	0												
70	TEVA PHARMACI	81624209	7/1/2014	1/8/2016	6,488				5,385				1,083	0	0	0	248,917
71	3M COMPANY	88578101	9/24/2012	1/8/2016	4,825				3,169				1,636	0	0	0	1,033
72	3M COMPANY	88578101	9/24/2012	1/8/2016	34,245				22,028				12,217	0	0	0	1,636
73	TRAVELERS COS INC	89417E109	3/17/2008	10/19/2016	3,458				2,070				2,070	0	0	0	12,217
74	TRAVELERS COS INC	89417E109	3/17/2008	10/19/2016	9,220				3,942				5,278	0	0	0	2,070
75	TRAVELERS COS INC	89417E109	3/17/2008	10/19/2016	18,349				7,359				10,990	0	0	0	5,278
76	US BANCORP NEW	902873304	7/24/2012	1/8/2016	5,476				4,550				926	0	0	0	10,990
77	UNITED CONTL HLDGS INC	910047109	1/31/2013	4/13/2016	6,710				2,843				3,767	0	0	0	926
78	UNITED CONTL HLDGS INC	910047109	1/31/2013	4/13/2016	5,940				2,830				3,310	0	0	0	3,767
79	UNITED CONTL HLDGS INC	910047109	1/31/2013	4/13/2016	6,710				2,830				3,780	0	0	0	3,310
80	UNITED CONTL HLDGS INC	910047109	1/31/2013	4/13/2016	6,600				2,903				3,697	0	0	0	3,780
81	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	15,328				15,098				228	0	0	0	3,697
82	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	3,002				3,004				-2	0	0	0	228
83	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	62,261				62,071				190	0	0	0	-2
84	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	62,261				62,071				190	0	0	0	190
85	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	11,904				5,011				6,893	0	0	0	-66
86	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	11,904				5,011				6,893	0	0	0	-66
87	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	70,436				70,402				34	0	0	0	793
88	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	53,464				53,246				218	0	0	0	793
89	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	6,091				6,027				64	0	0	0	34
90	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	53,400				51,215				2,185	0	0	0	218
91	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	18,068				17,968				98	0	0	0	64
92	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	44,698				43,923				775	0	0	0	2,185
93	U.S. TREASURY NOTE	912828D56	12/3/2014	1/8/2016	115,808				113,871				1,937	0	0	0	98
94	UNIVERSAL HEALTH SVCS	913903100	1/13/2014	1/8/2016	5,828				4,288				1,540	0	0	0	1,937
95	UNIVERSAL HEALTH SVCS	913903100	1/13/2014	1/8/2016	682				513				169	0	0	0	1,540
96	UNIVERSAL HEALTH SVCS	913903100	1/13/2014	1/8/2016	13,249				10,230				3,019	0	0	0	169
97	FEDEX CORP DELAWARE	31428X106	6/10/2015	6/10/2016	3,274				4,389				-1,115	0	0	0	3,019
98	FEDEX CORP DELAWARE	31428X106	6/10/2015	6/10/2016	20,602				23,400				-2,798	0	0	0	-1,115
99	FEDEX CORP DELAWARE	31428X106	6/10/2015	6/10/2016	19,965				22,969				-3,004	0	0	0	-2,798
100	FEDEX CORP DELAWARE	31428X106	6/10/2015	6/10/2016	20,435				23,643				-3,208	0	0	0	-3,004
101	FEDEX CORP DELAWARE	31428X106	6/10/2015	6/10/2016	20,707				23,828				-3,121	0	0	0	-3,208
102	FEDEX CORP DELAWARE	31428X106	6/10/2015	6/10/2016	6,880				7,943				-1,063	0	0	0	-3,121
103	GENERAL ELEC CAP CORP	36962GTMO	12/3/2015	1/8/2016	5,045				5,053				-8	0	0	0	-1,063
104	GILEAD SCIENCES INC	375558103	10/20/2015	1/8/2016	5,561				5,862				-301	0	0	0	-8
105	GOLDMAN SACHS GROUP INC	38141G104	9/25/2012	1/8/2016	666				478				190	0	0	0	-301
106	GOLDMAN SACHS GROUP INC	38141G104	9/25/2012	1/8/2016	2,497				1,741				756	0	0	0	190
107	GOLDMAN SACHS GROUP INC	38141G104	9/25/2012	1/8/2016	22,000				22,000				0	0	0	0	756
108	GOLDMAN SACHS GROUP INC	38141G104	9/25/2012	1/8/2016	97,000				96,818				182	0	0	0	0
109	JPMORGAN CHASE & CO	46625H100	6/12/2012	1/8/2016	1,263				701				562	0	0	0	182
110	JPMORGAN CHASE & CO	46625H100	6/12/2012	1/8/2016	5,174				2,861				2,313	0	0	0	562
111	JPMORGAN CHASE & CO	46625H100	6/12/2012	1/8/2016	7,133				6,974				159	0	0	0	2,313
112	LEAR CORP SHS	521865204	6/10/2015	1/8/2016	6,074				6,538				-464	0	0	0	159
113	LOWE'S COMPANIES INC	548661107	4/30/2013	1/8/2016	18,741				9,715				9,026	0	0	0	-464
114	LOWE'S COMPANIES INC	548661107	4/30/2013	1/8/2016	5,754				3,084				2,670	0	0	0	9,026
115	LOWE'S COMPANIES INC	548661107	4/30/2013	1/8/2016	16,873				8,353				8,520	0	0	0	2,670
116	LOWE'S COMPANIES INC	548661107	4/30/2013	1/8/2016	5,759				2,810				2,949	0	0	0	8,520
117	LOWE'S COMPANIES INC	548661107	4/30/2013	1/8/2016	11,438				5,710				5,728	0	0	0	2,949
118	MASTERCARD INC	57636Q104	12/13/2012	1/8/2016	28,649				14,844				13,805	0	0	0	5,728
119	MASTERCARD INC	57636Q104	12/13/2012	1/8/2016	18,257				8,462				9,795	0	0	0	13,805
120	MASTERCARD INC	57636Q104	12/13/2012	1/8/2016	18,257				8,462				9,795	0	0	0	9,795
121	MASTERCARD INC	57636Q104	12/13/2012	1/8/2016	10,430				9,733				6,966	0	0	0	8,795
122	MASTERCARD INC	57636Q104	12/13/2012	1/8/2016	15,786				9,265				6,521	0	0	0	8,566
123	MASTERCARD INC	57636Q104	12/13/2012	1/8/2016	10,412				9,057				1,355	0	0	0	4,900
124	MASTERCARD INC	57636Q104	12/13/2012	1/8/2016	8,595				9,186				-591	0	0	0	1,351
125	MASTERCARD INC	57636Q104	12/13/2012	1/8/2016	25,386				21,547				3,809	0	0	0	1,355
126	MCKESSON CORPORATION	58155Q103	3/9/2009	1/28/2016	29,768				7,285				22,483	0	0	0	-591
127	MCKESSON CORPORATION	58155Q103	3/9/2009	1/28/2016	2,708				1,481				1,227	0	0	0	3,809
128	MCKESSON CORPORATION	58155Q103	3/9/2009	1/28/2016	18,159				9,864				8,295	0	0	0	22,483
129	MCKESSON CORPORATION	58155Q103	3/9/2009	1/28/2016	14,655				7,959				6,696	0	0	0	1,227
130	MCKESSON CORPORATION	58155Q103	3/9/2009	1/28/2016	11,947				14,151				-2,204	0	0	0	8,295
131	MCKESSON CORPORATION	58155Q103	3/9/2009	1/28/2016	13,900				19,707				-6,207	0	0	0	6,696
132	MCKESSON CORPORATION	58155Q103	3/9/2009	1/28/2016	8,036				9,434				-1,398	0	0	0	2,204
133	MCKESSON CORPORATION	58155Q103	3/9/2009	1/28/2016	3,727				2,253				1,474	0	0	0	-6,207
134	MICROSOFT CORP	594918104	1/11/2010	1/8/2016	4,046				2,316				1,730	0	0	0	-1,398
135	MICRON TECHNOLOGY INC	595112103	8/7/2014	1/8/2016	4,810				10,581				-5,881	0	0	0	1,474
136	MICRON TECHNOLOGY INC	595112103	8/7/2014	1/8/2016	10,538				31,183				-20,645	0	0	0	1,730
137	MICRON TECHNOLOGY INC	595112103	8/7/2014	1/8/2016	5,226				11,997				-6,771	0	0	0	-5,881
138	MICRON TECHNOLOGY INC	595112103	8/7/2014	1/8/2016	5,226				11,997				-6,771	0	0	0	-20,645

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Long Term CG Distributions		Short Term CG Distributions		Amount		Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gain/Minus Excess FMV Over Adj. Basis or Losses
139	MICRON TECHNOLOGY INC		595112103		5/17/2015		2/23/2016		3,155			0	8,197				248,917
140	MICRON TECHNOLOGY INC		595112103		9/23/2014		2/23/2016		2,377			0	7,075				-5,042
141	MOLSON COOR BREW CO C		60871R209		5/30/2014		10/18/2016		14,721			0	8,698				4,988
142	MOLSON COOR BREW CO C		60871R209		6/22/2014		10/18/2016		28,577			0	2,885				6,023
143	MOLSON COOR BREW CO C		60871R209		6/22/2014		10/19/2016		28,577			0	15,933				1,985
144	MOLSON COOR BREW CO C		60871R209		6/22/2014		10/19/2016		12,140			0	7,264				10,644
145	MOLSON COOR BREW CO C		60871R209		6/27/2014		10/20/2016		12,934			0	8,637				4,846
146	MOLSON COOR BREW CO C		60871R209		6/27/2014		10/20/2016		6,521			0	3,943				4,097
147	MICRON TECHNOLOGY INC		595112103		9/23/2014		2/22/2016		16,457			0	34,041				2,578
148	MICRON TECHNOLOGY INC		595112103		9/23/2014		2/22/2016		16,772			0	42,332				-21,584
149	MOLSON COOR BREW CO C		60871R209		6/27/2014		10/21/2016		18,298			0	12,550				30,560
150	MOLSON COOR BREW CO C		60871R209		6/15/2015		10/21/2016		1,949			0	1,342				5,748
151	MOLSON COOR BREW CO C		60871R209		6/15/2015		10/24/2016		11,051			0	7,297				607
152	MOLSON COOR BREW CO C		60871R209		6/15/2015		10/24/2016		8,884			0	3,754				3,754
153	ORACLE CORP \$0.01 DEL		68389X105		8/5/2015		4/13/2016		35,479			0	6,115				2,769
154	ORACLE CORP \$0.01 DEL		68389X105		8/5/2015		4/13/2016		10,237			0	10,879				949
155	ORACLE CORP \$0.01 DEL		68389X105		11/2/2012		4/13/2016		9,743			0	2,277				642
156	ORACLE CORP \$0.01 DEL		68389X105		6/27/2014		4/13/2016		18,774			0	19,469				2,277
157	PFIZER INC		717081103		1/28/2016		8/4/2016		13,495			0	11,583				1,912
158	PFIZER INC		717081103		1/28/2016		8/4/2016		7,206			0	6,170				1,036
159	THE PRICELINE GROUP INC		741503403		4/16/2014		3/31/2016		28,432			0	26,708				1,724
160	THE PRICELINE GROUP INC		741503403		4/16/2014		3/31/2016		19,385			0	17,758				1,627
161	THE PRICELINE GROUP INC		741503403		6/15/2015		3/31/2016		14,216			0	12,946				1,270
162	THE PRICELINE GROUP INC		741503403		6/27/2014		3/31/2016		15,508			0	14,592				916
163	THE PRICELINE GROUP INC		741503403		7/1/2014		3/31/2016		32,309			0	30,810				1,499
164	PUB SVC ENTERPRISE GRP		744573106		12/5/2014		2/22/2016		16,144			0	15,116				1,028
165	PUB SVC ENTERPRISE GRP		744573106		12/8/2014		2/22/2016		1,820			0	1,809				111
166	PUB SVC ENTERPRISE GRP		744573106		12/8/2014		2/23/2016		4,840			0	4,400				240
167	RATHEON CO DELAWARE		755111507		6/10/2015		1/8/2016		4,936			0	4,063				873
168	UNIVERSAL HEALTH SVCS B		913903100		1/9/2014		2/25/2016		221			0	168				53
169	UNIVERSAL HEALTH SVCS B		913903100		1/15/2014		2/26/2016		333			0	258				75
170	UNIVERSAL HEALTH SVCS B		913903100		1/15/2014		2/26/2016		12,654			0	9,749				2,905
171	UNIVERSAL HEALTH SVCS B		913903100		1/15/2014		4/13/2016		1,241			0	857				384
172	UNIVERSAL HEALTH SVCS B		913903100		1/15/2014		4/13/2016		14,393			0	9,965				4,428
173	ROSS STORES INC COM		778296103		6/27/2014		10/19/2016		11,466			0	5,977				5,489
174	ROSS STORES INC COM		778296103		7/16/2014		10/19/2016		12,670			0	10,122				2,548
175	UNIVERSAL HEALTH SVCS B		913903100		1/16/2014		4/14/2016		6,655			0	4,542				2,113
176	UNIVERSAL HEALTH SVCS B		913903100		6/27/2014		4/14/2016		9,166			0	6,855				2,311
177	UNIVERSAL HEALTH SVCS B		913903100		6/27/2014		4/15/2016		10,855			0	8,289				2,566
178	UNIVERSAL HEALTH SVCS B		913903100		5/7/2015		4/15/2016		4,616			0	4,388				228
179	UNIVERSAL HEALTH SVCS B		913903100		5/7/2015		4/18/2016		7,908			0	7,471				437
180	UNIVERSAL HEALTH SVCS B		913903100		6/10/2015		4/18/2016		7,782			0	8,138				356
181	UNIVERSAL HEALTH SVCS B		913903100		6/10/2015		4/19/2016		8,048			0	8,478				428
182	UNIVERSAL HEALTH SVCS B		913903100		6/10/2015		4/19/2016		1,132			0	1,181				49
183	VALERO ENERGY CORP NEV		919131Y00		11/28/2011		1/8/2016		4,369			0	1,234				3,135
184	VALERO ENERGY CORP NEV		919131Y00		11/28/2011		8/30/2016		31,074			0	10,885				20,179
185	VIACOM INC NEW CL B		92553P201		8/5/2015		2/18/2016		5,363			0	7,704				2,341
186	VIACOM INC NEW CL B		92553P201		8/5/2015		2/18/2016		19,285			0	27,841				-8,656
187	VISA INC		92826CAB8		12/14/2015		1/8/2016		9,042			0	8,979				63
188	WELLS FARGO & COMPANY		94974BF00		5/6/2013		7/26/2016		7,982			0	8,015				-33
189	WELLS FARGO & COMPANY		94974BF00		9/13/2013		7/26/2016		3,012			0	2,971				41
190	WELLS FARGO & COMPANY		94974BF00		1/9/2013		7/26/2016		46,181			0	45,062				119
191	WELLS FARGO & COMPANY		94974BF00		11/18/2013		7/26/2016		8,053			0	8,041				12
192	WELLS FARGO & COMPANY		94974BF00		12/8/2014		7/17/2016		15,340			0	27,016				-11,676
193	WSTN DIGITAL CORP DEL		958102105		12/9/2014		7/8/2016		3,157			0	5,485				-2,328
194	WSTN DIGITAL CORP DEL		958102105		12/9/2014		7/8/2016		3,157			0	5,485				-2,328
195	WSTN DIGITAL CORP DEL		958102105		12/9/2014		7/8/2016		3,060			0	5,269				-2,209
196	WSTN DIGITAL CORP DEL		958102105		8/27/2014		7/8/2016		9,190			0	18,423				-10,243
197	WSTN DIGITAL CORP DEL		958102105		8/27/2014		7/8/2016		6,654			0	12,659				-6,005
198	WSTN DIGITAL CORP DEL		958102105		8/29/2014		7/11/2016		6,466			0	13,370				-6,904
199	WSTN DIGITAL CORP DEL		958102105		5/7/2015		7/11/2016		4,936			0	5,532				-4,596
200	WSTN DIGITAL CORP DEL		958102105		8/27/2014		7/11/2016		296			0	617				-321

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

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	US TRUST COMPANY A DIVISION	X	P O Box 1501, NJ2-130-03-31	Pennington	NJ	08534-1501		TRUSTEE	2 00	68,565		
										68,565	0	0

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	6,546
7 Total	7	6,546