Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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.*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: THE ANDROCLES FOUNDATION, INC.
C/O LAMB & BARNOSKY LLP

A Employer identification number: 20-1514742

Number and street (or P O box number if mail is not delivered to street address): 534 BROADHOLLOW ROAD — Room/suite: 210

B Telephone number (see instructions): (631) 694-2300

City or town, state or province, country, and ZIP or foreign postal code: MELVILLE, NY 11747

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: [X] 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)* ▶ $ 51,405,457.

J Accounting method: [X] 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).)*

	Line	Description	(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)	4,311,012.			
	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	992,222.	983,895.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	113,223.			
	b	Gross sales price for all assets on line 6a 8,053,477.				
	7	Capital gain net income (from Part IV, line 2)		113,223.		
	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) ATCH 2	58,505.	5,358.		
	12	**Total.** Add lines 1 through 11	5,474,962.	1,102,476.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 3	105,921.	31,776.		74,145.
	b	Accounting fees (attach schedule) ATCH 4	31,000.	15,500.		15,500.
	c	Other professional fees (attach schedule) [5]	335,302.	315,302.		20,000.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [6]	31,974.	14,012.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	7,058.	2,397.		1,173.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	511,255.	378,987.		110,818.
	25	Contributions, gifts, grants paid	2,320,018.			2,320,018.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,831,273.	378,987.	0.	2,430,836.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,643,689.			
	b	**Net investment income** (if negative, enter -0-)		723,489.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	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	1,762,184.	617,431.	617,431.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	34,120,475.	38,018,169.	50,582,289.
	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) ATCH 9	807,046.	199,001.	192,160.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 10)	782.	13,577.	13,577.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	36,690,487.	38,848,178.	51,405,457.
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 ▶ ATCH 11)	310,510.		
	23	**Total liabilities** (add lines 17 through 22)	310,510.	0.	
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	36,379,977.	38,848,178.	
	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)	36,379,977.	38,848,178.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	36,690,487.	38,848,178.	

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	36,379,977.
2	Enter amount from Part I, line 27a	2	2,643,689.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	39,023,666.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	175,488.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,848,178.

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)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	113,223.
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))
2015	2,232,444.	45,266,659.	0.049318
2014	2,026,288.	41,009,034.	0.049411
2013	1,551,211.	32,373,185.	0.047917
2012	1,325,729.	25,331,126.	0.052336
2011	1,130,969.	21,545,411.	0.052492

2	Total of line 1, column (d)	2	0.251474
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	0.050295
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	47,445,700.
5	Multiply line 4 by line 3	5	2,386,281.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,235.
7	Add lines 5 and 6	7	2,393,516.
8	Enter qualifying distributions from Part XII, line 4	8	2,430,836.

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

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 ▶ [X] and enter 1% of Part I, line 27b	1	7,235.
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	7,235.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	7,235.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 15,000.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 5,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	20,000.
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	12,765.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 12,765. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c	N/A	
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE,			
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*	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ LAMB & BARNOSKY LLP Telephone no ▶ 631-694-2300
Located at ▶ 534 BROADHOLLOW RD MELVILLE, NY ZIP+4 ▶ 11747

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 |

			Yes	No
16	At any time during calendar year 2016, 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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	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 ▶ ____, ____, ____, ____			
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 2016 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 2016)*	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 2016?	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 [X]		
	(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 [X]		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	Yes [X] 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 [X]		
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**	X
	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? ATCH 13	Yes [X] 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 [X]		
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 [X]		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**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
ATCH 14		0.	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				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 15		421,223.

Total number of others receiving over $50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	46,770,702.
b	Average of monthly cash balances	1b	940,331.
c	Fair market value of all other assets (see instructions)	1c	457,190.
d	**Total** (add lines 1a, b, and c)	1d	48,168,223.
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	48,168,223.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	722,523.
5	***Net value of noncharitable-use assets.*** *Subtract line 4 from line 3. Enter here and on Part V, line 4*	5	47,445,700.
6	**Minimum investment return.** Enter 5% of line 5	6	2,372,285.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	2,372,285.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	7,235.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,235.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,365,050.
4	Recoveries of amounts treated as qualifying distributions			4	55,000.
5	Add lines 3 and 4			5	2,420,050.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,420,050.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,430,836.
b	*Program-related investments - total from Part IX-B*	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,430,836.
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	7,235.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,423,601.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,420,050.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011 64,937.				
b From 2012 80,432.				
c From 2013				
d From 2014 8,258.				
e From 2015 12,011.				
f **Total** of lines 3a through e	165,638.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 2,430,836.				
a Applied to 2015, 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 2016 distributable amount				2,420,050.
e Remaining amount distributed out of corpus	10,786.			
5 Excess distributions carryover applied to 2016 (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	176,424.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				
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 2011 not applied on line 5 or line 7 (see instructions)	64,937.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	111,487.			
10 Analysis of line 9				
a Excess from 2012 80,432.				
b Excess from 2013				
c Excess from 2014 8,258.				
d Excess from 2015 12,011.				
e Excess from 2016 10,786.				

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 2016, enter the date of the ruling . . . . ▶

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

	Tax year (a) 2016	Prior 3 years (b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment 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 (j)(3)(B)(iii)					
(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).)

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 16				
Total . . . . . . ▶ **3a**				2,320,018.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	983,895.	8,327.
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	113,223.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 17		-1,853.		5,358.	55,000.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-1,853.		1,102,476.	63,327.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,163,950.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
11A	PRIOR YEAR RECOVERY OF QUALIFYING DISTRIBUTIONS

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

			Yes	No
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?			
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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

▶ TIMOTHY H. PERKINS — 11/8/17 — ▶ SECRETARY/TREASURER

Signature of officer or trustee — Date — Title

Timothy H. Perkins

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RONALD FINKELSTEIN	Ronald Finkelstein	11/8/17		P00301744

Firm's name ▶ MARCUM LLP — Firm's EIN ▶ 11-1986323

Firm's address ▶ 10 MELVILLE PARK RD, MELVILLE, NY 11747 — Phone no. 631 414-4000

DO NOT PROCESS THIS PAGE

Part III Tax Computation

35 **Organizations Taxable as Corporations.** See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here ▶ ☐ **See instructions and:**

a Enter your share of the $50,000, $25,000, and $9,925,000 taxable income brackets (in that order): (1) $ ____ (2) $ ____ (3) $ ____

b Enter organization's share of (1) Additional 5% tax (not more than $11,750) $ ____ (2) Additional 3% tax (not more than $100,000) $ ____

c Income tax on the amount on line 34 ▶	35c	
36 **Trusts Taxable at Trust Rates.** See instructions for tax computation. Income tax on the amount on line 34 from ☐ Tax rate schedule or ☐ Schedule D (Form 1041) ▶	36	
37 **Proxy tax.** See instructions ▶	37	
38 Alternative minimum tax	38	
39 **Tax on Non-Compliant Facility Income.** See instructions	39	
40 **Total.** Add lines 37, 38 and 39 to line 35c or 36, whichever applies	40	

Part IV Tax and Payments

41a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	41a			
b Other credits (see instructions)	41b			
c General business credit Attach Form 3800 (see instructions)	41c			
d Credit for prior year minimum tax (attach Form 8801 or 8827)	41d			
e **Total credits.** Add lines 41a through 41d			41e	
42 Subtract line 41e from line 40			42	
43 Other taxes Check if from ☐ Form 4255 ☐ Form 8611 ☐ Form 8697 ☐ Form 8866 ☐ Other (attach schedule)			43	
44 **Total tax.** Add lines 42 and 43			44	0.
45a Payments A 2015 overpayment credited to 2016	45a	534.		
b 2016 estimated tax payments	45b			
c Tax deposited with Form 8868	45c			
d Foreign organizations Tax paid or withheld at source (see instructions)	45d			
e Backup withholding (see instructions)	45e			
f Credit for small employer health insurance premiums (Attach Form 8941)	45f			
g Other credits and payments ☐ Form 2439 ____ ☐ Form 4136 ____ ☐ Other ____ Total ▶	45g			
46 **Total payments.** Add lines 45a through 45g			46	534.
47 Estimated tax penalty (see instructions) Check if Form 2220 is attached ▶ ☐			47	
48 **Tax due.** If line 46 is less than the total of lines 44 and 47, enter amount owed ▶			48	
49 **Overpayment.** If line 46 is larger than the total of lines 44 and 47, enter amount overpaid ▶			49	534.
50 Enter the amount of line 49 you want Credited to 2017 estimated tax ▶ 534. Refunded ▶			50	

Part V Statements Regarding Certain Activities and Other Information (see instructions)

	Yes	No
51 At any time during the 2016 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts If YES, enter the name of the foreign country here ▶		X
52 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file		X
53 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ $		

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.

TIMOTHY H. PERKINS | Date | SECRETARY/TREASURER
Signature of officer — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RONALD FINKELSTEIN				P00301744
Firm's name ▶ MARCUM LLP			Firm's EIN ▶	11-1986323
Firm's address ▶ 10 MELVILLE PARK RD, MELVILLE, NY 11747			Phone no	631 414-4000

DO NOT PROCESS THIS PAGE.

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

Schedule of Contributors

▶ 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.

OMB No 1545-0047

2016

Name of the organization	Employer identification number
THE ANDROCLES FOUNDATION, INC. C/O LAMB & BARNOSKY LLP	20-1514742

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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE ANDROCLES FOUNDATION, INC.
C/O LAMB & BARNOSKY LLP

Employer identification number

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	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	$ 3,085,760.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
2	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	$ 220,640.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
3	JANE H. PERKINS CHARITABLE LEAD ANN. TR. C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	$ 37,745.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
4	JANE H. PERKINS CHARITABLE LEAD ANN. TR. C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	$ 966,867.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization THE ANDROCLES FOUNDATION, INC.
C/O LAMB & BARNOSKY LLP

Employer identification number

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	SEE ATTACHMENT A	$ 3,085,760.	VAR
4	SEE ATTACHMENT B	$ 966,867.	12/15/2016
		$	
		$	
		$	
		$	

Name of organization THE ANDROCLES FOUNDATION, INC.
C/O LAMB & BARNOSKY LLP

Employer identification number

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $ ____________
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAX-EXEMPT INTEREST INCOME: MS 0769	1,275.	
TAX-EXEMPT INTEREST INCOME: MS 0773	1,625.	
T/E INTEREST INCOME: TC PIPELINES, LP	1.	
INTEREST INCOME: MS 0773	124,666.	124,666.
INTEREST INCOME: MS 0769	35,752.	35,752.
INTEREST INCOME: ENTERPRISE PRODUCT PRTN	36.	36.
INTEREST INCOME: SUNOCO LOGISTICS PRTN	246.	246.
INTEREST INCOME: TC PIPELINES LP	3.	3.
TAX-EXEMPT INT-DIV INCOME: MS 0769	5,426.	
DIVIDEND INCOME: MS 0773	69,944.	69,944.
DIVIDEND INCOME: MS 0769	744,510.	744,510.
DIVIDEND INCOME: LAZARD LTD.	7,409.	7,409.
DIVIDEND INCOME: SUNOCO LOGISTICS PRTNS	1,329.	1,329.
TOTAL	992,222.	983,895.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY LOSS: ENTERPRISE PRODUCT PTRS	-17,656.	
ORDINARY LOSS: SUNOCO LOGISTICS PTRNS	-20,349.	-106.
ORDINARY LOSS: TC PIPELINES LP	-2,974.	
ORDINARY GAIN: TC PIPELINES LP	14,910.	
ORDINARY GAIN: ENTERPRISE PROD PRTNS	24,444.	
§1231 LOSS: ENTERPRISE PROD PRTNS	-333.	
§1231 LOSS: TC PIPELINES, LP	-1.	
OTHER INCOME: MS 0769	398.	398.
OTHER INCOME: UBS 820	21.	21.
OTHER INCOME: UBS 690	5,045.	5,045.
RECOVERY OF QUALIFYING DISTRIBUTION	55,000.	
TOTALS	58,505.	5,358.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	105,921.	31,776.		74,145.
TOTALS	105,921.	31,776.		74,145.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	31,000.	15,500.		15,500.
TOTALS	31,000.	15,500.		15,500.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	315,302.	315,302.	
CONSULTING EXPENSE	20,000.		20,000.
TOTALS	335,302.	315,302.	20,000.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES	17,962.	
FOREIGN TAXES PAID: MS 0769	13,210.	13,210.
FOREIGN TAXES PAID: MS 0773	802.	802.
TOTALS	31,974.	14,012.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	22.	22.	
FOREIGN ADR AND OTHER FEES	1,859.	1,859.	
MISCELLANEOUS EXPENSE	3,450.		
INVT INT EXP: SUNOCO LOGISTICS	499.	499.	
PORTFOLIO DED: LAZARD, LTD.	17.	17.	
DELAWARE FILING FEES	234.		234.
TRAVEL EXPENSES	939.		939.
NON-DEDUCTIBLE:ENTERPRISE PROD	3.		
NON-DEDUCTIBLE:TC PIPELINES	35.		
TOTALS	7,058.	2,397.	1,173.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SECURITIES: MS 0769 - ATTACH F	28,704,124.	32,167,007.	44,529,646.
SECURITIES: MS 0773 - ATTACH G	5,416,351.	5,851,162.	6,052,643.
TOTALS	34,120,475.	38,018,169.	50,582,289.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
INV IN ENTERPRISE PRODUCT PRTN	242,483.	NONE	NONE
INV IN LAZARD LTD.	165,143.	NONE	NONE
INV IN SUNOCO LOGISTICS PRTNS	234,151.	199,001.	192,160.
INV IN TC PIPELINES, LP	165,269.	NONE	NONE
TOTALS	807,046.	199,001.	192,160.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DIVIDEND RECEIVABLE: MS 0769	587.	11,542.	11,542.
DIVIDEND RECEIVABLE: MS 0773	195.	2,035.	2,035.
TOTALS	782.	13,577.	13,577.

ATTACHMENT 11

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
DUE TO BROKER		310,510.	NONE
	TOTALS	310,510.	NONE

ATTACHMENT 12

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

DESCRIPTION	AMOUNT
ADJUSTMENT DUE TO APPRECIATION: ON DONATED STOCK	175,488.
TOTAL	175,488.

ATTACHMENT 13

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME:	SEE ATTACHMENTS H, I, AND J
GRANTEE'S ADDRESS:	
CITY, STATE & ZIP:	
GRANT DATE:	
GRANT AMOUNT:	
GRANT PURPOSE:	
AMOUNT EXPENDED:	
ANY DIVERSION?	NO
DATES OF REPORTS:	
VERIFICATION DATE:	
RESULTS OF VERIFICATION:	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JENNIFER PERKINS FITZGERALD 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	PRESIDENT 5.00	0.	0.	0.
ROY PERKINS 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	SENIOR VICE PRESIDENT 5.00	0.	0.	0.
TIMOTHY PERKINS 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	SECRETARY/TREASURER 5.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MORGAN STANLEY 4 LANDMARK SQUARE - 2ND FLOOR STAMFORD, CT 06901 FINANCIAL AND INVESTMENT ADVISORY SERVICES	ADVISORY	315,302.
LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD MELVILLE, NY 11747	LEGAL	105,921.
TOTAL COMPENSATION		421,223.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT C	NONE 501(C)3	SEE STATEMENT C	2,320,000.
FROM PASS-THRU: SUNOCO LOGISTICS PARTNERS, LP	NONE PC	CHARITABLE	18.
		TOTAL CONTRIBUTIONS PAID	2,320,018.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORDINARY LOSS: ENTERPRISE PRODUCT PTRS	523000	-17,656.			
ORDINARY LOSS: SUNOCO LOGISTICS PTRNS	523000	-20,243.	14	-106.	
ORDINARY LOSS: TC PIPELINES LP	523000	-2,974.			
ORDINARY GAIN: TC PIPELINES LP	523000	14,910.			
ORDINARY GAIN: ENTERPRISE PROD PRTNS	523000	24,444.			
§1231 GAIN(LOSS): ENTERPRISE PROD PRTNS	523000	-333.	16		
§1231 GAIN(LOSS): TC PIPELINE PARTNERS	523000	-1.			
OTHER INCOME			14	5,464.	
RECOVERY OF QUALIFYING DISTRIBUTION					55,000.
TOTALS		-1,853.		5,358.	55,000.

THE ANDROCLES FOUNDATION, INC.			
EIN: 20-1514742			
FOR THE YEAR ENDED DECEMBER 31, 2016			
ATTACHMENT A: SECURITIES DONATED BY LLYR CHARITABLE ANNUITY TRUST			
Date of Transfer	Name of security	# of Shares	Average FMV
12/8/2016	Bank of America	55,000	$54,267.40
12/8/2016	Berkshire Hathaway	25,000	25,006.13
12/8/2016	Credit Suisse	50,000	48,776.00
12/8/2016	General Electric	100,000	100,622.00
12/8/2016	General Electric	30,000	31,665.60
12/8/2016	Goldman Sachs	50,000	46,827.00
12/8/2016	Goldman Sachs	15,000	15,322.35
12/8/2016	Goldman Sachs	75,000	70,362.00
12/8/2016	HSBC USA	100,000	95,321.00
12/8/2016	JPMorgan Chase	75,000	73,005.75
12/8/2016	Morgan Stanley	50,000	50,009.00
12/8/2016	Morgan Stanley	50,000	49,057.00
12/8/2016	National Rural	50,000	49,558.50
12/8/2016	Prospect Capital Corp	35,000	31,629 85
12/8/2016	Prospect Capital Corp	100,000	98,199 00
12/8/2016	Royal Bank of Scotland	75,000	74,648.25
12/8/2016	Suntrust bank	1,000	1,084.00
12/8/2016	Talisman Energy	50,000	48,195.50
12/8/2016	Time Warner	49,000	52,611.50
12/8/2016	Toronto-Dominion	50,000	50,017.00
12/8/2016	Toyota	40,000	43,178.00
12/8/2016	Ishares MSCI EAFE	2,500	146,050.00
12/8/2016	SPDR Gold TR	900	100,498.50
12/8/2016	Ishares S&P Mid Cap 400	1,000	184,505.00
Various	Ishares Russell 2000 ETF	2,000	233,100.00
Various	Vanguard Sector Indx Consum Stp	2,000	252,900.00
12/9/2016	Amazon	150	115,169.25
12/9/2016	Dominion	625	46,253.13
12/9/2016	Danaher Corporation	800	62,220.00
12/9/2016	Gilead Science	700	50,778.00
12/9/2016	Harris Corporation	500	52,707.50
12/9/2016	International Business Machines	400	66,264.00
12/9/2016	Jack in the Box	450	50,433.75
12/9/2016	JB Hunt	700	70,388.50
12/9/2016	Schlumberger	1,200	101,352.00
12/9/2016	Scripps	2,000	37,900.00
12/9/2016	Vanguard Total Bond	1,500	121,035.00
12/9/2016	Loomis Sayles Bnd Inst	8,900	123,176.00
12/9/2016	Merck & Co	50,000	54,021.15
12/9/2016	Pitney Bowes	40,000	41,201.16
12/9/2016	Viacom	64,000	66,443.90
TOTAL VALUE OF SECURITIES TRANSFERRED			$3,085,759.66

THE ANDROCLES FOUNDATION, INC.			
EIN: 20-1514742			
FOR THE YEAR ENDED DECEMBER 31, 2016			
ATTACHMENT B: SECURITIES DONATED BY JANE H. PERKINS CHARITABLE LEAD ANNUITY TRUST			
Date	Name of	# of	
of Transfer	security	Shares	Average FMV
12/15/2016	Apple Inc	4,200	$487,116 00
12/15/2016	BioMarin Pharmacueticals	3,700	$315,443.50
12/15/2016	Catepillar Inc	1,750	$164,307.50
	TOTAL VALUE OF SECURITIES TRANSFERRED		**$966,867.00**
			FORM 990PF ATTACHMENT B- SCHEDULE B

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2016

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
FORM 990-PF, PART XV, LINE 3A

RECIPIENT: NAME AND ADDRESS	RELATIONSHIP TO ANY FOUNDATION MANAGER/ SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT
ACLU Foundation 125 Broad Street 18th Floor New York, NY 10004	None	501(c)(3)-Public Charity	Civil Liberties Advocacy	$10,000
ALS Evergreen Chapter 19226 66th Avenue S L#-105 Kent, WA 98032	None	501(c)(3)-Public Charity	Support Services for ALS Patients and Families	$5,000
American Friends Service Committee 1501 Cherry Street Philadelphia, PA 19102	None	501(c)(3)-Public Charity	Community Development, Advocacy for Justice and Peace Education Worldwide	$10,000
Audubon New Mexico 1800 Upper Canyon Road Santa Fe, NM 87501	None	501(c)(3)-Public Charity	Natural Resource Conservation and Protection	$20,000
Bethany Christian Services 901 Eastern Avenue NE Grand Rapids, MI 49503	None	501(c)(3)-Public Charity	Social Services for Children and Families; The China Project	$15,000
Bradley Zankel Foundation, Inc. c/o Lamb & Barnosky, LLP 534 Broadhollow Road Suite 210 Melville, NY 11747	None	501(c)(3)-Private Non-Operating Foundation-Exercised Expenditure Responsibility	Medical/Cancer Grant	$85,000

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2016

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
FORM 990-PF, PART XV, LINE 3A

Burn Institute 8825 Aero Drive, Suite 200 San Diego, CA 92123-2269	None	501(c)(3)-Public Charity	Fire and Burn Prevention Education and Burn Support Services; Camp Beyond the Stars	$15,000
California Trout Stream Conservation 360 Pine Street 4th Floor San Francisco, CA 94104	None	501(c)(3)-Public Charity	Natural Resources Wildlife Conservation and Protection	$20,000
Camp No Limits 265 Centre Road Wales, ME 04280	None	501(c)(3)-Public Charity	Educate, Assist and Provide Fun Atmosphere to Children with Limb Loss	$15,000
Cancer Foundation for New Mexico P.O. Box 5038 Santa Fe, NM 87505	None	501(c)(3)-Public Charity	Support for Cancer Patients	$20,000
Captain Care Shelter Intervention P.O. Box 5202 Novato, CA 94948	None	501(c)(3)-Public Charity	Pet Care Help and Support	$10,000
Catholic Charities of the Diocese of Santa Rosa P.O. Box 4900 Santa Rosa, CA 95402	None	501(c)(3)-Public Charity	Religious Charitable Grant	$30,000
Ceres Community Project P.O. Box 1562 Sebastopol, CA 95472	None	501(c)(3)-Public Charity	Community Outreach by Teaching Healthy Consumption for People, Communities and the Planet through Organic Foods	$30,000

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2016

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
FORM 990-PF, PART XV, LINE 3A

Challenged Athletes Foundation 9591 Waples St San Diego, CA 92191	None	501(c)(3)-Public Charity	Support Physically Disabled During Physical Fitness and Competitive Athletics	$150,000
Children's Museum of Sonoma County 1835 W. Steele Lane Santa Rosa, CA 95403	None	501(c)(3)-Public Charity	Stimulate Interest in the Arts and Sciences among Children	$20,000
China Little Flower P.O. Box 1235 Kearney, NE 68848	None	501(c)(3)-Public Charity	Care for Chinese Orphans, Disabled Children and Other Welfare Projects in China	$25,000
Christ the Savior Orthodox Church (under Orthodox Church of America) 340 East 71st Street New York, NY 10021	None	501(c)(3)-Public Charity	Religious Grant	$35,000
City Harvest, Inc. 6 East 32nd Street 5th Floor New York, NY 10016	None	501(c)(3)-Public Charity	Prevention of Hunger	$40,000
Committee on the Shelterless of Sonoma County P.O. Box 2744 Petaluma, CA 94953	None	501(c)(3)-Public Charity	Shelter and Housing for the Homeless	$30,000
Community Land Trust Association of West Marin P.O. Box 273 Port Reyes Station, CA 94956-0273	None	501(c)(3)-Public Charity	Provide stable and affordable homes in an environmentally responsible way	$20,000
Council on Aging of Sonoma County 30 Kawana Springs Rd. Santa Rosa, CA 95404	None	501(c)(3)-Public Charity	Meals on Wheels Program	$30,000

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2016

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
FORM 990-PF, PART XV, LINE 3A

Doctors Without Borders P.O. Box 5030 Hagerstown, MD 21741-5030	None	501(c)(3)-Public Charity	Medical Grant	$180,000
Downtown Dog Rescue P.O. Box 90035 Pasadena, CA 91109	None	501(c)(3)-Public Charity	Shelter Intervention Program	$10,000
Endangered Species Coalition P.O. Box 65195 Washington, D.C. 20035	None	501(c)(3)-Public Charity	Protection of Endangered Species	$20,000
Food Animal Concerns Trust 3525 W Peterson Avenue Chicago, IL 60659	None	501(c)(3)-Public Charity	Public Health Concerns	$20,000
Food for Thought Sonoma Co. P.O. Box 1608 Forestville, CA 95436	None	(501(c)(3)-Public Charity	Nutrition and Services to Persons Affected by AIDS/HIV	$20,000
Habitat for Humanity of New York City 111 John Street 23rd Floor New York, NY 10038	None	501(c)(3)-Public Charity	Housing for the Needy	$20,000
Habitat for Humanity of Sonoma County 3273 Airway Drive Suite E Santa Rosa, CA 95403	None	501(c)(3)-Public Charity	Housing for the Needy in Sonoma County, CA	$20,000
Half the Sky Foundation 715 Hearst Avenue Suite 200 Berkeley, CA 94710	None	501(c)(3)-Public Charity	Children's and Youth Services; Education	$20,000
Hicaliber Horse Rescue P.O. Box 1588 Valley Center, CA 92082	None	501(c)(3)-Public Charity	Protection and Rescue of Abandoned and Abused Horses	$10,000

THE ANDROCLES FOUNDATION, INC.
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FOR THE YEAR ENDED DECEMBER 31, 2016

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
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International Center for Journalists 2000 M Street NW, Suite 250 Washington DC 20006	None	501(c)(3)-Public Charity	Promotion of Quality in Journalism Worldwide	$70,000
International Rescue Committee 122 East 42nd Street New York, NY 10168	None	501(c)(3)-Public Charity	Humanitarian Aid to Persons Affected by Conflict and Disasters	$30,000
Jackie Robinson YMCA 151 YMCA Way San Diego, CA 92102	None	501(c)(3)-Public Charity	Scholarship Fund	$10,000
Juvenile Diabetes Research Foundation-San Diego Chapter 5665 Oberlin Drive Suite 106 San Diego, CA 92121	None	501(c)(3)-Public Charity	Medical Research to Fund Cure for Diabetes	$5,000
KQED Northern CA Public Radio 2601 Mariposa Street, Suite 110 San Francisco, CA 94110-1426	None	501(c)(3)-Public Charity	Provide alternative to commercial media in Northern California	$30,000
Labradors and Friends 2307 Fenton Parkway #107-160 San Diego, CA 92108	None	501(c)(3)-Public Charity	Agnes Fund	$15,000
Labradors and Friends 2307 Fenton Parkway #107-160 San Diego, CA 92108	None	501(c)(3)-Public Charity	Paws Fund	$15,000
La Jolla YMCA 8355 Cliffridge Avenue La Jolla, CA 92037	None	501(c)(3)-Public Charity	Capital Campaign	$40,000
La Jolla YMCA 8355 Cliffridge Avenue La Jolla, CA 92037	None	501(c)(3)-Public Charity	Annual Giving	$25,000

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THE ANDROCLES FOUNDATION, INC.
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FOR THE YEAR ENDED DECEMBER 31, 2016

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
FORM 990-PF, PART XV, LINE 3A

La Jolla YMCA 8355 Cliffridge Avenue La Jolla, CA 92037		501(c)(3)-Public Charity	Kids to Camp	$10,000
Laguna de Santa Rosa Foundation 900 Sanford Road Santa Rosa, CA 95401	None	501(c)(3) Public Charity	Resource Conversation and Protection	$20,000
Lucas House 141 N. Palmetto #1445 Eagle, ID 83616	None	501(c)(3)-Public Charity	Respite, Palliative and End of Life Care	$20,000
Medishare for Haiti P.O. Box 381208 Miami, FL 33238-1208	None	501(c)(3)-Public Charity	Zaryen Amputee Soccer Team	$45,000
Middleway House P.O. Box 95 Bloomington, ID 47402	None	501(c)(3)-Public Charity	Social Services	$15,000
Miracle Feet 410 W. Main Street Carrboro, NC 27510	None	501(c)(3)-Public Charity	Healthcare for Children Born with Clubfoot in Developing Countries	$10,000
Monarch School Project 1625 Newton Avenue San Diego, CA 92113	None	501(c)(3)-Public Charity	Educate Students Impacted by Homelessness	$10,000
New Mexico Community Foundation 502 West Cordova Road, Suite 1 Santa Fe, NM 87505	None	501(c)(3)-Public Charity	Builds community resources and relationships with special emphasis on rural communities	$20,000
New York Public Library 476 Fifth Avenue New York, NY 10018	None	501(c)(3)-Public Charity	Educational Charity	$50,000

THE ANDROCLES FOUNDATION, INC.
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CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
FORM 990-PF, PART XV, LINE 3A

Orthodox Peace Fellowship P.O. Box 76609 Washington DC 20013	None	501(c)(3)-Public Charity	Religious Grant	$15,000
Paws'itive Teams 7031 Carrol Road San Diego, CA 92121	None	501(c)(3)-Public Charity	Animal Training and Behavior	$40,000
Peninsula Aquatics San Diego 8070 La Jolla Shores Drive, #532 San Diego, CA 92037	None	501(c)(3)-Public Charity	Coaching for Able Bodied and Disabled Swimmers	$10,000
Planned Parenthood 123 William Street, 10th Floor New York, NY 10038	None	501(c)(3)-Public Charity	Provide Comprehensive Reproductive and Complementary Health Care Services	$30,000
Polaris Project P.O. Box 65323 Washington DC 20035	None	501(c)(3)-Public Charity	Combat Human Trafficking and Modern-Day Slavery	$10,000
Project Open Hand 730 Polk Street San Francisco, CA 94109	None	501(c)(3)-Public Charity	Services for Sick and Elderly	$10,000
Rancho Coastal Humane Society 389 Requeza Street Encinitas, CA 92024	None	501(c)(3)-Public Charity	New Spray and Neuter Clinic	$50,000
Redwood Empire Food Bank 3990 Brickway Boulevard Santa Rosa, CA 95403	None	501(c)(3)-Public Charity	Ending Community Hunger	$50,000
San Diego Food Bank 9850 Distribution Avenue San Diego, CA 92121	None	501(c)(3)-Public Charity	Provide Food to People in Need and Connect People to Health and Human Service Providers	$15,000

THE ANDROCLES FOUNDATION, INC.
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FOR THE YEAR ENDED DECEMBER 31, 2016

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
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San Diego Humane Society 5500 Gaines Street San Diego, CA 92110	None	501(c)(3)-Public Charity	Animal Protection and Welfare	$15,000
Santa Fe Animal Shelter 100 Caja de Rio Road Santa Fe, NM 87507	None	501(c)(3)-Public Charity	Animal Protection and Welfare	$20,000
Save a Pet Animal Rescue, Inc. 608 Route 112 Port Jefferson Station, NY 11776	None	501(c)(3)-Public Charity	Animal Rescue Shelter and Adoption Center	$25,000
Scripps Howard Foundation 312 Walnut Street, 28th Floor Cincinnati, OH 42502	None	501(c)(3)-Private Non-Operating Foundation-Exercised Expenditure Responsibility	Promote Free Press, Foster Journalism & Media Education	$115,000
Sebastopol Area Senior Center 167 N High Street Sebastopol, CA 95472	None	501(c)(3)-Public Charity	Encourages independence for senior citizens through social programs	$20,000
Sebastopol Center for the Arts 282 S High Street Sebastopol, CA 95472	None	501(c)(3)-Public Charity	Enhancement, Education and Support of The Arts	$10,000
Shriners Hospital for Children 2900 N. Rocky Point Drive Tampa, FL 33607	None	501(c)(3)-Public Charity	Pediatric Specialty Medical Care to Patients and their Families	$5,000
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	None	501(c)(3)-Public Charity	Advancement of Civil Rights Social Action and Advocacy	$30,000

THE ANDROCLES FOUNDATION, INC.
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FOR THE YEAR ENDED DECEMBER 31, 2016

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
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Starcross Community 34500 Annapolis Road Annapolis, CA 95412	None	501(c)(3)-Public Charity	Religious Grant	$10,000
St. Gregory of Sinai Monastery 8252 Harrington Flat Road Kelseyville, CA 95451	None	501(c)(3)-Public Charity	Well Fund	$35,000
St. Tikhon's Orthodox Theological Seminary P.O. Box 130 South Canaan, PA 18459	None	501(c)(3)-Public Charity	Religious Grant	$30,000
Syrian American Medical Society Foundation 3660 Stutz Drive Canfield, OH 44406-8149	None	501(c)(3)-Public Charity	Medical Relief and Healthcare Development by Syrian American Healthcare Professionals	$75,000
The Atelier at Flowerfield Inc. 2 Flowerfield, Suite 15 St. James, NY 11780	None	501(c)(3)-Public Charity	Promote Art Education and Appreciation	$25,000
The Bishop's School 7607 La Jolla Boulevard La Jolla, CA 92037	None	501(c)(3)-Public Charity	Educational Grant	$10,000
The Field (f/b/o Rain Worthington) 75 Maiden Lane, Suite 906 New York, NY 10038	None	501(c)(3)-Public Charity	Cultivating and Fostering the Performing Arts	$15,000
The Heimerdinger Foundation 4004 Hillsboro Pike, Suite 223-B Nashville, TN 37215	None	501(c)(3)-Public Charity	Meals 2 Heal Program	$20,000
The Institute of Range and American Mustang Blacks Hills Wild Horse Sanctuary P.O. Box 998 Hot Springs, SD 57747	None	501(c)(3)-Public Charity	Preservation of the Natural Range and Maintenance of a Wild Horse Sanctuary	$5,000

THE ANDROCLES FOUNDATION, INC.
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FOR THE YEAR ENDED DECEMBER 31, 2016

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
FORM 990-PF, PART XV, LINE 3A

The Spanish Mustang Foundation 7 Avenida Vista Grande B7-106 Santa Fe, NM 87508-9207	None	501(c)(3)-Private Non-Operating Foundation Exercised Expenditure Responsibility	Preservation and History of Spanish Mustangs	$30,000
Urban Arts Partnership 39 West 19th Street, 5th Floor New York, NY 10011	None	501(c)(3)-Public Charity	Educational Grant	$25,000
Veterinary Care Foundation 16550 N.W. 46th Street Morrison, FL 32668	None	501(c)(3)-Public Charity	Bressi Ranch Pet Hospital	$10,000
VHL Alliance 1208 VFW Parkway, Suite 303 Boston, MA 02132-4344	None	501(c)(3)-Public Charity	Cancer Research and Assistance	$40,000
Village Food Project 27378 W. Oviatt Bay Village, OH 44140	None	501(c)(3)-Public Charity	Meals and Care for Cancer Patients	$20,000
Voices of a People's History of the United States 45 Main Street Suite 547 Brooklyn, NY 11201-0027	None	501(c)(3)-Public Charity	Developing an Informed and Participatory Citizenry	$15,000
West County Health Centers Inc. P.O. Box 1449 Guerneville, CA 95446	None	501(c)(3)-Public Charity	Health Care Grant	$10,000
Wheelchair Sports Federation 6454 82nd Street, Suite 2 Middle Village, NY 11379-2329	None	501(c)(3)-Public Charity	Promoting Health and Mental Benefits of Adaptive Sports	$5,000
Wikimedia Foundation P.O. Box 98204 Washington, DC 20090-8204	None	501(c)(3)-Public Charity	Media Communications Grant	$20,000
WildEarth Guardians 516 Alto Street Santa Fe, NM 87501	None	501(c)(3)-Public Charity	Environmental Protection	$20,000

THE ANDROCLES FOUNDATION, INC.
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FOR THE YEAR ENDED DECEMBER 31, 2016

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
FORM 990-PF, PART XV, LINE 3A

Yao Ming Foundation c/o Giving Back Fund 6033 W. Century Blvd Suite 350 Los Angeles, CA 90045	None	501(c)(3)-Public Charity	Yao Foundation Hope School	$35,000
Charitable Contributions via K-1s				$18

TOTAL CHARITABLE CONTRIBUTIONS **$2,320,018**

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE TAX YEAR ENDING DECEMBER 31, 2016

ATTACHMENT D: STATEMENT OF REALIZED GAINS/LOSSES: MS #0769

SHORT-TERM

Security	# of Shares	Date Acquired	Date Sold	Proceeds	Cost Basis	ST Cap Gain
ANADARKO PETROLEUM	3,000	10/21/2015	3/1/2016	119,997.38	215,100.00	(95,102 62)
EBAY INC	9,900	VAR	3/7/2016	240,069 76	259,784 69	(19,714.93)
FORTINET INC.	2,050	VAR	3/21/2016	61,088 67	88,562.96	(27,474.29)
PIONEER NATURAL RESOURCES CO	2,000	10/21/2015	3/17/2016	287,993 72	270,400.00	17,593.72
QLIK TECH	2,000	10/22/2015	3/7/2016	52,598.85	69,200.00	(16,601 15)
ROYAL DUTCH SHELL PLC	5,000	VAR	3/7/2016	236,244 84	275,694 63	(39,449 79)
VERTEX PHARMACEUTICALS	500	7/6/2015	3/10/2016	41,999.08	63,650 00	(21,650 92)
AGRIUM INC	2,200	3/21/2016	4/29/2016	190,735 84	202,837 47	(12,101.63)
CALPINE CORP NEW	5,000	10/21/2015	4/29/2016	77,498 31	79,500.00	(2,001 69)
VERTEX PHARMACEUTICALS	2,000	VAR	4/29/2016	171,596.25	243,418 00	(71,821 75)
HELMERICH & PAYNE	5,000	VAR	5/19/2016	284,993.78	278,363 75	6,630 03
NETFLIX NC	2,000	VAR	5/19/2016	178,396 11	205,070.00	(26,673 89)
FERRARI N V	2,000	10/21/2015	7/11/2016	84,118 16	111,500 00	(27,381 84)
LYONDELLBASELL N V	2,200	4/29/2016	7/26/2016	173,576.21	181,656.00	(8,079 79)
PALO ALTO NETWORKS INC	800	4/29/2016	7/13/2016	101,597.78	119,800 00	(18,202 22)
UNITED CONTINENTAL HLDGS INC.	2,500	8/6/2015	7/26/2016	118,797 41	143,500.00	(24,702 59)
CALPINE CORP NEW	10,000	VAR	VAR	126,401 23	143,150 00	(16,748.77)
BRISTOL MYERS SQUIBB CO.	4,200	VAR	VAR	342,536 52	386,185 00	(43,648.48)
CELANESE CORP SERIES A	2,000	VAR	9/28/2016	132,001 32	131,860 00	141.32
COCA COLA CO.	5,000	VAR	9/8/2016	217,995 74	217,450.00	545.74
LOWES COMPANIES INC	3,000	VAR	9/8/2016	224,845.09	241,300 00	(16,454 91)
STARBUCKS CORP.	1,800	10/22/2015	9/8/2016	100,797.80	110,664 00	(9,866 20)
ABBOTT LABS	3,200	9/9/2016	12/5/2016	122,365 33	132,320 00	(9,954.67)
ABBVIE INC.	1,900	4/29/2016	12/6/2016	116,489.64	115,615 00	874 64
ALLERGAN PLC	800	VAR	12/5/2016	151,760.36	202,225 00	(50,464.64)
AMERICAN ELECTRIC POWER CO.	3,000	VAR	12/6/2016	178,046 11	198,736 00	(20,689.89)
AMGEN INC.	1,200	9/8/2016	12/6/2016	173,336.22	205,271.16	(31,934 94)
NRG YIELD INC. CL C	5,900	7/26/2016	12/5/2016	87,760 58	106,789 41	(19,028 83)
STANLEY BLACK & DECKER INC	3,000	VAR	12/5/2016	358,709.97	367,207 50	(8,497 53)
VODAFONE GROUP PLC	700	5/19/2016	12/6/2016	17,163.62	23,450 00	(6,286 38)
TOTAL				**4,771,511.68**	**5,390,260.57**	**(618,748.89)**

LONG-TERM

Security	# of Shares	Date Acquired	Date Sold	Proceeds	Cost Basis	LT Cap Gain
ANHEUSER BUSCH INBEV	1,445	5/10/2011	3/17/2016	171,084.27	86,772 11	84,312 16
BROADCOM LTD SHS	1,800	12/20/2012	3/17/2016	270,894.09	57,600 00	213,294 09
EBAY INC	1,000	VAR	3/7/2016	24,249 47	21,085 57	3,163 90
FORTINET INC.	4,950	VAR	3/21/2016	147,506.78	91,570 00	55,936 78
HARTFORD FIN SVCS GRP INC	2,800	1/15/2014	3/21/2016	127,117 22	100,380 00	26,737.22
JB HUNT TRANS SERV	2,000	VAR	3/29/2016	168,096 33	107,975 00	60,121 33
QLIK TECH	5,000	VAR	3/7/2016	131,497.13	135,100 00	(3,602 87)
APPLE	2,100	7/20/2011	4/29/2016	196,660.71	118,815 00	77,845.71
ARCELORMITTAL 5 50% 2-25-17	100,000	6/21/2012	5/20/2016	103,394.25	97,941 00	5,453 25
FORTIVE CORP	2,500	VAR	7/7/2016	119,122.40	63,835 75	55,286 65
NEXTERA ENERGY INC	1,000	1/23/2014	7/26/2016	128,547.19	88,500 00	40,047 19
THERMO FISHER SCIENTIFIC	270	9/17/2007	7/26/2016	42,861 56	14,917.50	27,944 06
VALIDUS HLDGS LTD	1,700	7/30/2013	8/25/2016	85,083.14	61,200 00	23,883 14
DIAGEO CAPITAL PL 5.50% 9-30-16	100,000	3/6/2009	9/30/2016	100,000 00	100,600 00	(600.00)
STARBUCKS CORP	5,200	VAR	9/8/2016	291,193 65	260,910 00	30,283 65
ACTIVISION BLIZZARD INC	2,400	2/5/2014	12/6/2016	88,006 08	40,560 00	47,446.08
ALLERGAN PLC	400	VAR	12/5/2016	75,880 19	72,960 00	2,920.19
CDN PACIFIC RY LTD NEW	900	10/21/2015	12/6/2016	135,090.29	134,550.00	540 29
JAZZ PHARMACEUTICALS PLC	1,000	7/30/2013	12/6/2016	101,897 77	75,000 00	26,897 77
SBA COMMUNICATIONS CORP	1,000	VAR	12/6/2016	97,647 87	82,860 00	14,787.87
SEMPRA ENERGY	2,000	VAR	12/6/2016	198,895 66	204,521.50	(5,625.84)
VODAFONE GROUP PLC	5,600	VAR	12/6/2016	129,953.17	178,250 00	(48,296.83)
TOTAL				**2,934,679.22**	**2,195,903.43**	**738,775.79**

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE TAX YEAR ENDING DECEMBER 31, 2016

ATTACHMENT E: STATEMENT OF REALIZED GAINS/LOSSES: MS #0773

SHORT-TERM

Security	# of Shares	Date Acquired	Date Sold	Proceeds	Cost Basis	ST Cap Gain
AMERA TH459 ERLY 7300	17,000	10/23/2015	10/4/2016	20,526.48	20,277.69	248.79
FNMA 22500	100,000	7/6/2015	6/28/2016	100,000.00	99,800.00	200.00
TOTAL				**120,526.48**	**120,077.69**	**448.79**

LONG-TERM

Security	# of Shares	Date Acquired	Date Sold	Proceeds	Cost Basis	LT Cap Gain
ENTERGY MISS 6%	2,400	4/20/2011	10/17/2016	60,000.00	60,322.05	(322.05)
HSBC FINANCE CORP 5500	100,000	6/26/2009	1/19/2016	100,000.00	97,311.25	2,688.75
HSBC BANK USA CD	9,000	4/4/2014	2/26/2016	9,000.00	8,786.55	213.45
HSBC BANK USA CD	9,000	4/4/2014	2/26/2016	9,000.00	8,883.75	116.25
TOTAL				**178,000.00**	**175,303.60**	**2,696.40**

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
3M COMPANY (MMM)	9/20/10	1,000.000	$87.000	$178 570	$87,000 00	$178,570 00
	9/21/10	2,000.000	87 000	178 570	174,000 00	357,140 00
	Total	3,000.000			261,000.00	535,710.00

Next Dividend Payable 03/2017; Asset Class: Equities

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
ACTIVISION BLIZZARD INC (ATVI)	2/5/14	3,700 000	16 900	36.110	62,530 00	133,607 00
	11/13/15	1,300 000	34 780	36.110	45,214 00	46,943.00
	Total	5,000.000			107,744 00	**180,550.00**
Next Dividend Payable 05/2017; Asset Class. Equities						
ADOBE SYSTEMS (ADBE)	1/23/14	3,300.000	60.600	102.950	199,980 00	339,735.00
	1/23/14	200.000	60 330	102.950	12,066 00	20,590 00
	Total	3,500 000			212,046 00	**360,325.00**
Asset Class. Equities						
AETNA INC (NEW)(CT) (AET)	12/2/13	1,500 000	68 677	124.010	103,015.50	186,015.00
	4/24/15	1,200 000	108 550	124.010	130,260 00	148,812 00
	Total	2,700 000			233,275 50	**334,827.00**
Next Dividend Payable 01/2017; Asset Class: Equities						
AFLAC INCORPORATED (AFL)	9/8/16	2,400.000	73 200	69.600	175,680.00	**167,040.00**
Next Dividend Payable 03/2017; Asset Class. Equities						
ALPHABET INC CL A (GOOGL)	8/18/11	100 000	251.988	792.450	25,198 80	79,245 00
	1/24/12	100.000	290 948	792 450	29,094 80	79,245 00
	4/11/12	100.000	317 739	792 450	31,773 93	79,245.00
	2/1/13	200 000	386 595	792 450	77,319 05	158,490 00
	4/3/13	200.000	404 473	792.450	80,894.56	158,490 00
	2/5/14	23 000	572.882	792.450	13,176 29	18,226.35
	7/30/14	50.000	595.000	792.450	29,750 00	39,622 50
	8/26/14	27 000	588 300	792.450	15,884.10	21,396.15
	9/4/14	100.000	593.500	792.450	59,350 00	79,245 00
	Total	900 000			362,441.53	**713,205.00**
Asset Class: Equities						
ALPHABET INC CL C (GOOG)	3/8/11	98 352	295 331	771.820	29,046 69	75,910 04
	8/18/11	99.698	250 524	771.820	24,976.75	76,948.91
	1/24/12	100.275	289 257	771.820	29,005.20	77,394 25
	4/11/12	100.275	315 892	771 820	31,676 07	77,394 25
	2/1/13	200.549	384 350	771 820	77,080 95	154,787 72
	4/3/13	200 549	402 123	771.820	80,645.44	154,787.72
	2/5/14	23 063	569 558	771 820	13,135.71	17,800.48
	4/21/14	87.239	527.850	771 820	46,049.10	67,332.80
	11/13/15	100 000	723.250	771.820	72,325.00	77,182 00
	Total	1,010.000			403,940 91	**779,538.20**
Asset Class: Equities						

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
AMAZON COM INC (AMZN)	10/30/15	325 000	628.000	749 870	204,100 00	243,707 75
	3/7/16	75.000	558 000	749.870	41,850.00	56,240.25
	5/2/16	100 000	682.200	749.870	68,220 00	74,987.00
	12/9/16	150.000	767.800	749 870	115,170 00	112,480.50
	Total	650 000			429,340 00	**487,415.50**
Asset Class: Equities						
AMERICAN TOWER REIT COM (AMT)	7/7/11	2,000.000	53 800	105 680	107,600 00	211,360.00
	8/18/11	1,000.000	48.229	105 680	48,229 20	105,680.00
	1/24/13	1,300 000	79.700	105.680	103,609 45	137,384.00
	2/1/13	700 000	77.000	105.680	53,900.00	73,976 00
	Total	5,000.000			313,338.65	**528,400.00**
Next Dividend Payable 01/13/17; Asset Class: Alt						
AMERIPRISE FINCL INC (AMP)	5/23/11	1,600 000	61 350	110.940	98,160.00	177,504 00
	2/2/12	400 000	50 200	110 940	20,080 00	44,376.00
	7/20/12	2,000.000	50.950	110.940	101,900 00	221,880.00
	8/28/12	2,000.000	54 500	110.940	109,000.00	221,880.00
	Total	6,000 000			329,140.00	**665,640.00**
Next Dividend Payable 02/2017; Asset Class: Equities						
ANHEUSER BUSCH INBEV SA SPON (BUD)	5/20/11	255.000	60 050	105.440	15,312.72	26,887.20
	5/23/11	1,000.000	58.320	105.440	58,320 00	105,440.00
	5/23/11	300 000	58 320	105 440	17,496 00	31,632.00
	4/10/12	1,725.000	70.100	105 440	120,922.50	181,884.00
	4/10/12	275 000	70.100	105.440	19,277.50	28,996.00
	4/12/12	1,000 000	72.350	105.440	72,350.00	105,440.00
	7/20/12	1,000 000	77.750	105.440	77,750 00	105,440 00
	8/13/12	1,000 000	80.900	105.440	80,900.00	105,440.00
	12/21/12	200 000	87.500	105.440	17,500.00	21,088.00
	12/2/13	785 000	101 866	105.440	79,964.60	82,770.40
	12/13/13	260.000	99.750	105.440	25,935.00	27,414 40
	2/5/14	200 000	94.100	105.440	18,820 00	21,088 00
	Total	8,000 000			604,548.32	**843,520.00**
Asset Class: Equities						
APPLE INC (AAPL)	7/20/11	1,400.000	56.579	115 820	79,210 00	162,148.00
	7/20/11	300.000	56.543	115 820	16,962.86	34,746.00
	3/6/12	4,900.000	75 386	115.820	369,390.00	567,518 00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	3/7/12	700 000	76 214	115.820	53,350 00	81,074.00
	3/7/12	700 000	76 214	115.820	53,350.00	81,074.00
	4/10/12	1,400.000	90.143	115.820	126,200 00	162,148 00
	4/13/12	1,400 000	86 429	115 820	121,000.00	162,148.00
	10/25/12	700.000	87.691	115.820	61,383.99	81,074.00
	1/9/13	2,100.000	74 321	115.820	156,075 00	243,222 00
	1/9/13	1,400 000	74 349	115 820	104,088 13	162,148 00
	12/15/16	3.500 000	115.980	115.820	405,930 00	405,370.00
	12/15/16	700.000	115 980	115.820	81,186.00	81,074.00
	Total	19,200.000			1,628,125 98	**2,223,744.00**
Next Dividend Payable 02/2017; Asset Class: Equities						
ASHLAND GLOBAL HLDGS INC COM (ASH)	9/16/14	250 000	107 900	109.290	26,975 00	27,322 50
	9/16/14	750 000	108.000	109 290	81,000 00	81,967 50
	11/3/14	500.000	108.000	109.290	54,000 00	54,645.00
	10/23/15	200 000	107 150	109 290	21.430 00	21,858 00
	3/7/16	300 000	100 150	109 290	30,045 00	32,787 00
	Total	2,000 000			213.450 00	**218,580.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
ASSURED GUARANTY LTD (AGO)	1/23/14	5,000.000	21.800	37.770	109,000 00	188,850.00
	1/23/14	1,000 000	21.700	37 770	21,700 00	37,770 00
	1/28/14	2,200 000	20.850	37 770	45,870.00	83,094 00
	2/6/14	800 000	21 950	37 770	17.560 00	30,216.00
	Total	9,000.000			194,130 00	**339,930.00**
Next Dividend Payable 02/2017; Asset Class· Equities						
AT&T INC (T)	10/23/15	1,200 000	34.050	42.530	40,860 00	51,036 00
	10/29/15	1,800 000	33 550	42 530	60.390 00	76.554 00
	Total	3,000 000			101,250.00	**127,590 00**
Next Dividend Payable 02/2017; Asset Class: Equities						
BAKER HUGHES INC (BHI)	1/24/12	1,100 000	46 650	64 970	51,315 00	71,467 00
	4/11/12	900 000	40 700	64 970	36,630 00	58,473.00
	8/24/12	1,000 000	47.550	64.970	47,550.00	64,970 00
	8/28/12	1,000 000	46.750	64.970	46,750.00	64,970 00
	8/31/12	1,000 000	45 250	64.970	45,250.00	64,970.00
	4/3/13	1,000 000	44.996	64.970	44.996.00	64,970 00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	Total	6,000.000			272,491.00	**389,820.00**
Next Dividend Payable 02/2017; Asset Class: Equities						
BAXTER INTL INC (BAX)	7/7/16	2,700 000	46.100	44 340	124,470 00	**119,718.00**
Next Dividend Payable 01/03/17; Asset Class: Equities						
BERKSHIRE HATHAWAY CL-B NEW (BRK'B)	12/17/07	5,000 000	91.100	162.980	455,500 00	**814,900.00**
Asset Class: Equities						
BIOMARIN PHARMAC SE (BMRN)	12/15/16	2,700 000	85 260	82.840	230,202.00	223,668.00
	12/15/16	1,000 000	85 260	82 840	85,260 00	82,840.00
	Total	3,700 000			315,462.00	**306,508.00**
Asset Class: Equities						
BOEING CO (BA)	9/9/16	850 000	129 600	155.680	110,160 00	**132,328 00**
Next Dividend Payable 03/2017; Asset Class: Equities						
BP PLC ADS (BP)	9/8/16	3,200.000	34 900	37.380	111,680 00	**119,616.00**
Asset Class: Equities						
BRITISH AMER TOB SPON ADR (BTI)	10/19/10	500.000	77 277	112.670	38,638 25	56,335 00
	12/1/10	400 000	73.200	112 670	29,280.00	45,068.00
	1/5/11	1,100.000	77.150	112.670	84,865.00	123,937.00
	4/13/12	1,000 000	99 850	112.670	99,850 00	112,670 00
	8/24/12	1,000 000	104 000	112.670	104,000.00	112,670.00
	1/25/13	250 000	103.000	112.670	25,750.00	28,167 50
	2/1/13	750.000	104.600	112 670	78,450.00	84,502 50
	2/21/14	1,925.000	104.600	112.670	201,355.00	216,889.75
	Total	6,925 000			662,188.25	**780,239.75**
Asset Class: Equities						
BROADCOM LTD SHS (AVGO)	12/20/12	500.000	32.000	176.770	16,000 00	88,385.00
	1/25/13	1,500 000	34.150	176 770	51,225 00	265,155.00
	2/4/13	2,200 000	35 300	176.770	77,660.00	388,894.00
	2/26/13	825.000	32 880	176.770	27,126.00	145,835.25
	4/3/13	500 000	34.650	176 770	17,325 00	88,385 00
	2/5/14	675.000	53 700	176 770	36,247 43	119,319.75
	Total	6,200.000			225,583 43	**1,095,974.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
CARDINAL HEALTH INC (CAH)	4/3/13	1,700.000	42.500	71 970	72,250.00	122,349 00
	4/4/13	1,700.000	42.580	71.970	72,386 00	122,349.00
	4/5/13	1,600 000	42 420	71 970	67,872 00	115,152.00
	4/8/13	1,500 000	42.650	71.970	63,975 00	107,955 00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	Total	6,500.000			276,483 00	**467,805.00**
Next Dividend Payable 01/15/17; Asset Class: Equities						
CATERPILLAR INC (CAT)	12/15/16	1,000 000	93 890	92 740	93,890 00	92,740.00
	12/15/16	750.000	93 890	92.740	70.417 50	69.555 00
	Total	1,750 000			164,307.50	**162,295.00**
Next Dividend Payable 02/2017; Asset Class: Equities						
CDN PACIFIC RY LTD NEW (CP)	10/21/15	300 000	149 500	142.770	44,850 00	42,831 00
	10/23/15	250 000	152 450	142.770	38.112.50	35,692.50
	10/30/15	450.000	141 000	142 770	63.450.00	64.246 50
	Total	1,000 000			146,412 50	**142,770.00**
Next Dividend Payable 01/30/17; Asset Class: Equities						
CHUBB LTD (CB)	1/5/11	290.000	62.400	132.120	18,096.00	38,314 80
	12/21/12	150.000	80.350	132 120	12,052 50	19,818 00
	12/2/13	835 000	102 000	132 120	85.170 00	110,320 20
	1/10/14	315 000	99 190	132 120	31.244 85	41.617.80
	1/23/14	2,200 000	94 400	132.120	207,680.00	290,664.00
	1/30/14	750.000	95 200	132.120	71,400 00	99,090.00
	2/5/14	150.000	93 400	132 120	14.010 00	19,818 00
	4/21/14	160 000	100 800	132 120	16,128 00	21,139 20
	7/30/14	150 000	101 950	132 120	15.292 50	19,818 00
	Total	5,000 000			471,073 85	**660,600.00**
Next Dividend Payable 01/20/17; Asset Class: Equities						
CME GROUP INC (CME)	7/31/13	1,400 000	75.000	115.350	105,000.00	161,490.00
	8/1/13	1,100.000	72 199	115 350	79,418 50	126,885 00
	9/4/14	1,400 000	76.750	115 350	107,450.00	161,490 00
	9/16/14	1,700 000	80 200	115 350	136,340.00	196,095 00
	Total	5,600 000			428,208.50	**645,960.00**
Next Dividend Payable 03/2017; Asset Class· Equities						
COMCAST CORP (NEW) CLASS A (CMCSA)	8/6/15	1,750 000	58 500	69 050	102,375.00	120,837 50
	3/7/16	750.000	58 900	69.050	44,175 00	51,787.50
	3/17/16	2.500.000	60 860	69 050	152.149.75	172,625 00
	Total	5,000 000			298,699 75	**345,250.00**
Next Dividend Payable 01/25/17; Asset Class: Equities						

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
CROWN CASTLE INTL CORP (CCI)	10/29/13	900.000	75.900	86 770	68,309 92	78,093 00
	1/23/14	900.000	73.000	86.770	65,700 00	78,093.00
	4/11/14	1,400 000	72.700	86.770	101,780 00	121,478.00
	Total	3,200.000			235,789.92	277,664.00
Next Dividend Payable 03/2017; Asset Class: Alt						
CVS HEALTH CORP COM (CVS)	1/5/10	600.000	32.750	78 910	19,650.00	47,346.00
	1/6/10	1,000 000	32.640	78.910	32,640.00	78,910.00
	4/12/12	2,500.000	43.500	78.910	108,750.00	197,275.00
	7/20/12	1,500.000	45.090	78.910	67,634 85	118,365 00
	8/7/12	2,000 000	44.000	78.910	88,000 00	157,820.00
	12/6/13	760 000	66.600	78.910	50,616.00	59,971.60
	4/24/14	540 000	73.200	78.910	39,528.00	42,611.40
	Total	8,900.000			406,818.85	702,299.00
Next Dividend Payable 02/2017; Asset Class: Equities						
DANAHER CORPORATION (DHR)	10/24/12	2,300 000	40.119	77.840	92,272 66	179,032.00
	10/31/12	1,700.000	39.432	77 840	67,034.58	132,328 00
	2/1/13	1,000.000	45.877	77 840	45,877.01	77,840 00
	12/9/16	800.000	77.775	77 840	62,220 00	62,272.00
	Total	5,800.000			267,404.25	451,472.00
Next Dividend Payable 01/27/17; Asset Class: Equities						
DELTA AIR LINES INC NEW (DAL)	1/24/14	3,300 000	31.149	49.190	102,793.20	162,327.00
	1/28/14	3,250.000	31 000	49 190	100,750.00	159,867.50
	2/21/14	2,450.000	31.800	49 190	77,910.00	120,515.50
	Total	9,000.000			281,453.20	442,710.00
Next Dividend Payable 03/2017, Asset Class. Equities						
DOMINION RES INC (D)	12/9/16	625 000	74.005	76 590	46,253 13	47,868.75
Next Dividend Payable 03/2017; Asset Class: Equities						
DOW CHEMICAL CO (DOW)	11/12/13	1,922.000	39 358	57.220	75,645 50	109,976.84
	11/12/13	678 000	39 250	57.220	26,611.50	38,795 16
	11/13/13	1,400 000	39 250	57.220	54,950.00	80,108.00
	1/23/14	2,000.000	44.750	57.220	89,500.00	114,440 00
	Total	6,000.000			246,707 00	343,320.00
Next Dividend Payable 01/30/17; Asset Class: Equities						

Security Mark at Right

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
DTE ENERGY COMPANY (DTE)	10/9/15	1,250.000	81 126	98 510	101,408 11	123,137.50
	10/30/15	250.000	81.750	98 510	20,437.50	24,627.50
	11/13/15	1,000 000	80.250	98.510	80,250 00	98,510.00
	11/16/15	500.000	80 500	98 510	40,250.00	49,255 00
	11/17/15	500 000	79 450	98 510	39,725 00	49,255 00
	Total	3,500.000			282,070 61	**344,785.00**
Next Dividend Payable 01/15/17; Asset Class: Equities						
ECOLAB INC (ECL)	1/23/14	500.000	102 000	117 220	51,000.00	58,610 00
	1/27/14	300 000	99 240	117 220	29,772.00	35,166.00
	1/28/14	265.000	99.850	117.220	26,460.25	31,063.30
	2/21/14	185.000	102.200	117.220	18,907.00	21,685.70
	4/11/14	750 000	104 100	117 220	78,075.00	87,915 00
	Total	2,000 000			204,214 25	**234,440.00**
Next Dividend Payable 01/17/17, Asset Class: Equities						
EXXON MOBIL CORP (XOM)	5/19/16	26 000	88.900	90.260	2,311.40	2,346.76
	5/20/16	1,674.000	89 750	90 260	150,241 50	151,095.24
	Total	1,700.000			152,552.90	**153,442.00**
Next Dividend Payable 03/2017, Asset Class: Equities						
FACEBOOK INC CL-A (FB)	5/12/15	1,500.000	77 600	115.050	116,400 00	172,575.00
	7/8/15	1,200.000	85 700	115 050	102,840.00	138,060.00
	7/29/15	500 000	96 700	115 050	48,350.00	57,525 00
	10/9/15	800.000	93.280	115 050	74,624 00	92,040 00
	10/21/15	1,000 000	97.300	115.050	97,300.00	115,050.00
	3/21/16	959.000	111.787	115 050	107,204 12	110,332.95
	3/21/16	41 000	111 600	115 050	4,575 60	4,717 05
	Total	6,000 000			551,293 72	**690,300.00**
Asset Class: Equities						
FEDEX CORP (FDX)	10/21/15	1,200 000	156 500	186 200	187,800.00	223,440 00
	10/23/15	300.000	159.250	186 200	47,775.00	55,860 00
	Total	1,500.000			235,575 00	**279,300.00**
Next Dividend Payable 01/03/17, Asset Class. Equities						
GENERAL ELECTRIC CO (GE)	10/9/15	5,400.000	28.000	31 600	151,200 00	170,640 00
	10/21/15	1,600.000	29 000	31.600	46,400.00	50,560 00
	3/8/16	5,000.000	30.100	31 600	150,500 00	158,000 00

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	Total	12,000 000			348,100 00	**379,200.00**
Next Dividend Payable 01/25/17; Asset Class: Equities						
GENL DYNAMICS CORP (GD)	10/21/15	1,000.000	143 400	172.660	143,400.00	172,660.00
	10/30/15	400 000	147.700	172.660	59,080.00	69,064.00
	11/16/15	600 000	142.100	172 660	85,260 00	103,596 00
	4/29/16	1,000.000	140.050	172 660	140,050.00	172,660 00
	Total	3,000.000			427,790.00	**517,980.00**
Next Dividend Payable 02/2017; Asset Class: Equities						
GILEAD SCIENCE (GILD)	4/14/11	950.000	20.695	71 610	19,660.02	68,029 50
	4/20/11	2,000.000	20.275	71 610	40,550.00	143,220 00
	11/21/13	1,000 000	71.350	71 610	71,350 00	71,610 00
	12/2/13	350 000	74 250	71 610	25,987.50	25,063.50
	10/22/15	1,700.000	108 000	71 610	183,600.00	121,737 00
	12/9/16	700 000	72.540	71 610	50,778 00	50,127 00
	Total	6,700.000			391,925.52	**479,787.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
HARRIS CORPORATION DELAWARE (HRS)	7/11/16	300 000	84.600	102 470	25,380.00	30,741.00
	7/12/16	200 000	85.250	102.470	17,050 00	20,494 00
	7/13/16	1,500 000	85 250	102.470	127,875.00	153,705 00
	7/26/16	500.000	85 800	102 470	42,900.00	51,235.00
	12/9/16	500.000	105 415	102 470	52,707 50	51,235 00
	Total	3,000 000			265,912.50	**307,410.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
HCA HOLDINGS INC (HCA)	8/13/13	2,600 000	38.700	74 020	100,620 00	192,452.00
	10/29/13	900 000	47 350	74 020	42,615.00	66,618 00
	11/13/13	3,200.000	45 300	74 020	144,959 94	236,864 00
	Total	6,700 000			288,194.94	**495,934.00**
Asset Class: Equities						
HOME DEPOT INC (HD)	1/4/11	1,000.000	34 745	134.080	34,745 00	134,080 00
	3/17/16	1,500 000	131 000	134 080	196,500.00	201,120 00
	Total	2,500.000			231,245.00	**335,200.00**
Next Dividend Payable 03/2017; Asset Class: Equities						

Security Mark at Right

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
INTL BUSINESS MACHINES CORP (IBM)	12/9/16	200.000	165 660	165 990	33,132.00	33,198 00
	12/9/16	200.000	165 660	165 990	33,132 00	33,198.00
	Total	400 000			66,264.00	**66,396.00**
Next Dividend Payable 03/2017, Asset Class: Equities						
JACK IN THE BOX INC (JACK)	12/9/16	450 000	112.075	111.640	50,433.75	**50,238.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
JAZZ PHARMACEUTICALS PLC (JAZZ)	7/30/13	350 000	75.000	109 030	26,250.00	38,160.50
	8/13/13	650 000	81 200	109 030	52,780.00	70,869 50
	6/3/14	1,000 000	144.600	109 030	144,600 00	109,030 00
	Total	2,000.000			223,630.00	**218,060.00**
Asset Class: Equities						
JB HUNT TRANS SERV (JBHT)	12/9/16	300.000	100 560	97 070	30,168 00	29,121 00
	12/9/16	400 000	100.560	97 070	40,224.00	38,828.00
	Total	700.000			70,392.00	**67,949.00**
Next Dividend Payable 02/2017; Asset Class: Equities						
JOHNSON & JOHNSON (JNJ)	4/14/10	1,000 000	65 208	115 210	65,207 50	115,210.00
	1/4/11	2,000.000	63 349	115.210	126,698 00	230,420 00
	3/9/11	1,000 000	60.600	115.210	60,600.00	115,210 00
	4/18/11	1,000 000	60 600	115 210	60,600 00	115,210.00
	Total	5,000 000			313,105.50	**576,050.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
LAM RESEARCH CORPORATION (LRCX)	9/9/16	1,650 000	92 100	105.730	151,965 00	**174,454.50**
Next Dividend Payable 01/04/17; Asset Class: Equities						
LINCOLN NTL CORP IND (LNC)	1/5/10	2,000.000	26.430	66 270	52,860.00	132,540.00
	10/7/10	1,000.000	24.400	66 270	24,399.90	66,270.00
	4/20/11	2,000 000	29 200	66 270	58,400 00	132,540 00
	Total	5,000 000			135,659.90	**331,350.00**
Next Dividend Payable 02/2017; Asset Class. Equities						
MARATHON PETROLEUM CORP (MPC)	9/8/16	2,600.000	43 700	50 350	113,620.00	**130,910.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
MARSH & MCLENNAN COS INC (MMC)	10/9/15	2,300 000	53.470	67.590	122,980 49	155,457.00
	11/13/15	1,700.000	54.400	67 590	92,480.00	114,903 00
	Total	4,000.000			215,460.49	**270,360.00**
Next Dividend Payable 02/2017; Asset Class: Equities						
MCKESSON CORP (MCK)	1/5/11	2,000 000	71.950	140 450	143,900.00	**280,900.00**

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THE ANDROCLES FOUNDATION, INC.
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FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
Next Dividend Payable 01/02/17; Asset Class: Equities						
MICROSOFT CORP (MSFT)	1/17/06	1,000.000	27.100	62.140	27,100 00	62,140.00
	2/4/10	2,000 000	28.050	62.140	56,100.00	124,280 00
	10/4/10	1,000.000	23 800	62 140	23,800.00	62,140.00
	4/14/11	1,000 000	25 197	62.140	25,196 50	62,140.00
	4/20/11	1,000.000	25.799	62 140	25,799 30	62,140.00
	10/22/15	2,000.000	48 050	62.140	96,100.00	124,280.00
	Total	8,000 000			254,095.80	**497,120.00**
Next Dividend Payable 03/2017; Asset Class. Equities						
MONDELEZ INTL INC COM (MDLZ)	2/18/11	2,000 000	19.977	44 330	39,954 30	88,660 00
	3/4/11	1,000 000	20 490	44 330	20,489.92	44,330.00
	3/7/12	1,000 000	24.628	44.330	24,627.53	44,330 00
	7/20/12	2,000.000	25.996	44.330	51,992 65	88,660.00
	9/13/12	1,000.000	25.996	44 330	25,996.33	44,330.00
	12/20/12	2,000 000	25.940	44.330	51,879 92	88,660.00
	Total	9,000 000			214,940.65	**398,970.00**
Next Dividend Payable 01/12/17; Asset Class: Equities						
NEXTERA ENERGY INC (NEE)	1/23/14	200.000	88.500	119.460	17,700.00	23,892.00
	1/27/14	1,150.000	87.450	119 460	100,567.50	137,379 00
	11/13/15	300 000	101.000	119.460	30,300 00	35,838.00
	3/17/16	1,350.000	118 100	119.460	159,435.00	161,271 00
	Total	3,000.000			308,002.50	**358,380.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
NIKE INC B (NKE)	1/4/11	6,000 000	20 947	50 830	125,684.93	304,980 00
	8/13/13	3,000.000	32.900	50 830	98,700.00	152,490.00
	12/13/13	940.000	38.250	50.830	35,955 00	47,780 20
	1/10/14	860 000	38.520	50 830	33,127.20	43,713 80
	1/23/14	1,000.000	36 275	50 830	36,275 00	50,830 00
	Total	11,800.000			329,742 13	**599,794.00**
Next Dividend Payable 01/03/17; Asset Class: Equities						
NOVARTIS AG ADR (NVS)	1/4/11	1,800.000	58.407	72.840	105,132.40	131,112 00
	3/25/11	1,000 000	55.550	72 840	55,550 00	72,840.00
	Total	2,800.000			160,682 40	**203,952.00**
Asset Class: Equities						

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
NUCOR CORPORATION (NUE)	10/9/15	3,800 000	41.400	59 520	157,320.00	226,176.00
	10/22/15	600 000	42.600	59 520	25,560.00	35,712.00
	11/13/15	800.000	40 450	59 520	32,360 00	47,616 00
	11/17/15	600 000	40 750	59 520	24,450.00	35,712 00
	Total	5,800 000			239,690.00	**345,216.00**
Next Dividend Payable 02/10/17; Asset Class: Equities						
O'REILLY AUTOMOTIVE INC NEW (ORLY)	3/7/12	200 000	89.700	278 410	17,940.00	55,682 00
	1/25/13	800.000	91.690	278.410	73,352.00	222,728.00
	3/21/16	500 000	268 980	278 410	134,490 00	139,205 00
	Total	1,500 000			225,782 00	**417,615.00**
Asset Class: Equities						
PEPSICO INC NC (PEP)	5/13/15	1,600 000	96 700	104 630	154,720 00	167,408 00
	3/21/16	400 000	101.900	104.630	40,760.00	41,852 00
	Total	2,000 000			195,480.00	**209,260.00**
Next Dividend Payable 01/06/17; Asset Class: Equities						
PFIZER INC (PFE)	4/24/14	1,200.000	30 700	32.480	36,840 00	38,976.00
	4/25/14	150.000	30 750	32.480	4,612.50	4,872 00
	12/23/14	1,750.000	31.350	32.480	54,862.50	56,840 00
	3/17/16	1,900.000	29 450	32.480	55,955 00	61,712.00
	3/21/16	2,000 000	30 070	32 480	60,140.00	64,960.00
	Total	7,000.000			212,410.00	**227,360.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
PHILLIPS 66 COM (PSX)	3/17/16	2,500 000	88 450	86 410	221,125.00	**216,025.00**
Next Dividend Payable 03/2017, Asset Class Equities						
PORTLAND GENERAL ELEC CO (POR)	10/9/15	2,800.000	37 386	43 330	104,679 96	121,324.00
	10/21/15	500.000	38 500	43.330	19,250 00	21,665 00
	10/23/15	700 000	38 250	43 330	26,775 00	30,331 00
	Total	4,000.000			150,704 96	**173,320.00**
Next Dividend Payable 01/17/17; Asset Class: Equities						
QUALCOMM INC (QCOM)	7/13/16	2,100 000	54 800	65 200	115,080 00	136,920 00
	7/26/16	900 000	61 096	65 200	54,985 95	58,680 00
	9/9/16	500 000	60 780	65 200	30,390 00	32,600.00
	Total	3,500 000			200,455.95	**228,200.00**

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THE ANDROCLES FOUNDATION, INC.
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FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
Next Dividend Payable 03/2017; Asset Class: Equities						
REINSURANCE GROUP OF AMERICA (RGA)	4/3/13	1,750.000	58.350	125 830	102,112.50	220,202.50
	4/17/13	450 000	57.300	125.830	25,785 00	56,623.50
	7/30/13	1,800 000	67 800	125.830	122,040.00	226,494 00
	Total	4,000 000			249,937.50	**503,320.00**
Next Dividend Payable 02/2017; Asset Class: Equities						
S&P GLOBAL INC COM (SPGI)	9/5/14	800 000	84 250	107.540	67,400 00	86,032 00
	1/20/15	350 000	90 350	107.540	31,622.50	37,639 00
	3/21/16	1,850 000	96 350	107.540	178,247 50	198,949 00
	Total	3,000 000			277,270.00	**322,620 00**
Next Dividend Payable 03/2017, Asset Class: Equities						
SALESFORCE.COM,INC. (CRM)	3/17/16	3,000 000	73 100	68 460	219,300.00	205,380 00
	3/21/16	1,000.000	72 100	68 460	72,100.00	68,460 00
	Total	4,000 000			291,400 00	**273,840 00**
Asset Class: Equities						
SBA COMMUNICATIONS CORP (SBAC)	7/2/14	100 000	101 400	103.260	10,140.00	10,326 00
	12/23/14	900 000	113 600	103.260	102,240 00	92,934.00
	5/19/16	1,000 000	96 950	103 260	96,950 00	103,260 00
	Total	2,000 000			209,330 00	**206,520.00**
Asset Class: Alt						
SCHLUMBERGER LTD (SLB)	4/16/15	1,000.000	92.500	83 950	92,500.00	83,950 00
	10/9/15	600 000	76 150	83.950	45,690.00	50,370 00
	10/21/15	1,900 000	75 840	83 950	144,095 81	159,505 00
	12/9/16	1,075 000	84 460	83 950	90,794.50	90,246.25
	12/9/16	125 000	84.460	83 950	10,557 50	10,493 75
	Total	4,700.000			383,637.81	**394,565.00**
Next Dividend Payable 01/13/17; Asset Class: Equities						
SCRIPPS E.W. COMPANY CL A NEW (SSP)	1/14/05	5,349 000	9.845	19 330	52,660 19	103,396 17
	1/18/05	1,151.000	9.842	19 330	11,328 18	22,248.83
	2/1/05	13,500 000	9.875	19.330	133,317 13	260,955.00
	12/9/16	1,978 000	18.950	19 330	37,483 10	38,234.74
	12/9/16	22 000	18 950	19 330	416.90	425 26

THE ANDROCLES FOUNDATION, INC.
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FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	Total	22,000 000			235,205 50	**425,260.00**
Asset Class: Equities						
SCRIPPS NETWORKS INTERAC CL A (SNI)	2/1/05	39,938.000	52.580	71.370	2,099,940.04	2,850,375 06
	2/27/07	62 000	52.580	71.370	3,259.96	4,424 94
	Total	40,000.000			2,103,200 00	**2,854,800.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
SIMON PPTY GROUP INC (SPG)	2/6/13	625 000	151 930	177.670	94,956 38	111,043.75
	2/21/13	175 000	148.781	177 670	26,036 62	31,092.25
	7/31/13	700 000	150 144	177 670	105,100.73	124,369.00
	Total	1,500 000			226,093 73	**266,505.00**
Next Dividend Payable 02/2017; Asset Class: Alt						
T-MOBILE US INC COM (TMUS)	7/31/13	1,300 000	23.900	57 510	31,070.00	74,763 00
	4/15/14	4,000.000	28 900	57 510	115,600.00	230,040 00
	7/2/14	1,000 000	33.300	57.510	33,300.00	57,510 00
	5/19/16	1,700.000	40 200	57.510	68,340 00	97,767 00
	Total	8,000 000			248,310 00	**460,080.00**
Asset Class: Equities						
TESORO PETROLEUM CP (TSO)	3/8/16	3,000.000	84 200	87.450	252,600.00	**262,350.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
TEXAS INSTRUMENTS (TXN)	10/22/15	2,200 000	57.850	72.970	127,270.00	160,534 00
	11/13/15	1,350 000	56 600	72 970	76,410 00	98,509 50
	Total	3,550 000			203,680.00	**259,043.50**
Next Dividend Payable 02/2017; Asset Class: Equities						
THERMO FISHER SCIENTIFIC (TMO)	1/5/10	1,000.000	47.500	141 100	47,500 00	141,100.00
	10/24/12	2,500.000	59.900	141 100	149,750 00	352,750.00
	2/21/13	500.000	72.000	141.100	36,000.00	70,550.00
	Total	4,000.000			233,250.00	**564,400.00**
Next Dividend Payable 01/16/17; Asset Class: Equities						

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
UNITED CONTINENTAL HLDGS INC (UAL)	8/6/15	100 000	57.400	72.880	5,740.00	7,288 00
	10/9/15	1,400.000	55.750	72.880	78,050 00	102,032.00
	10/21/15	1,000.000	54.550	72.880	54,550.00	72,880.00
	9/8/16	1,500 000	53.500	72.880	80,250.00	109,320 00
	Total	4,000.000			218,590.00	**291,520.00**
Asset Class· Equities						
UNITED PARCEL SER INC CL-B (UPS)	7/7/16	1,300.000	107.600	114.640	139,880.00	149,032.00
	7/13/16	700 000	110.250	114.640	77,175.00	80,248 00
	Total	2,000 000			217,055 00	**229,280.00**
Next Dividend Payable 02/2017; Asset Class: Equities						
UNITED TECHNOLOGIES CORP (UTX)	7/20/12	1,500.000	74 600	109.620	111,900.00	164,430 00
	8/7/12	1,000.000	78.100	109.620	78,100.00	109,620 00
	10/24/12	1,500 000	77.900	109.620	116,850.00	164,430 00
	Total	4,000.000			306,850.00	**438,480.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
VALERO ENERGY CP DELA NEW (VLO)	9/9/16	2,300.000	55 180	68.320	126,914.00	**157,136.00**
Next Dividend Payable 03/2017; Asset Class· Equities						
VALIDUS HOLDINGS LTD COM (VR)	7/30/13	400.000	36.000	55.010	14,400.00	22,004.00
	8/2/13	1,900 000	35.100	55 010	66,690.00	104,519.00
	8/15/13	1,000.000	35.000	55.010	35,000.00	55,010.00
	11/13/13	1,700 000	40.100	55.010	68,170.00	93,517 00
	Total	5,000 000			184,260.00	**275,050.00**
Next Dividend Payable 03/2017; Asset Class. Equities						
WALGREENS BOOTS ALLIANCE INC (WBA)	4/11/14	1,600 000	64.000	82 760	102,400.00	132,416.00
	4/21/14	1,400.000	66.250	82.760	92,750.00	115,864.00
	5/29/14	700.000	71.300	82.760	49,910.00	57,932.00
	10/30/15	850.000	83.910	82 760	71,323.50	70,346 00
	Total	4,550 000			316,383 50	**376,558.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
WALT DISNEY CO HLDG CO (DIS)	1/9/14	670.000	74 800	104.220	50,116.00	69,827.40
	1/15/14	270.000	74 750	104 220	20,182.50	28,139.40
	4/25/14	110.000	78 500	104 220	8,635.00	11,464.20
	5/29/14	300.000	83.600	104.220	25,080 00	31,266.00
	6/30/14	900.000	85.590	104.220	77,030.91	93,798.00
	9/11/14	50.000	89.700	104.220	4,485 00	5,211.00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	11/3/14	300 000	91.270	104 220	27,381 00	31,266.00
	Total	2,600.000			212,910 41	**270,972.00**
Next Dividend Payable 01/11/17, Asset Class. Equities						
WELLS FARGO & CO NEW (WFC)	3/22/16	2,700 000	50 250	55.110	135,675.00	148,797 00
	4/18/16	1,300.000	48.800	55.110	63,440.00	71,643.00
	9/8/16	9.000	49 844	55.110	448.60	495 99
	9/8/16	1,491 000	49.680	55 110	74,072 88	82,169 01
	Total	5,500.000			273,636 48	**303,105.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
WESTLAKE CHEMICAL CORP (WLK)	9/28/16	2,450.000	51.150	55.990	125,317.50	**137,175.50**
Next Dividend Payable 03/2017; Asset Class: Equities						

	Percentage of Holdings	Total Cost	Market Value
STOCKS	80.12%	$25,588,844.92	$36,487,369.70

EXCHANGE-TRADED & CLOSED-END FUNDS

Global Investment Manager Analysis (GIMA) status codes (FL, AL or NL), may be shown for certain exchange-traded funds and are not guarantees of performance. Programs" in the June or December statement for a description of these status codes.

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
DOUBLELINE OPPORT CREDIT FD (DBL)	5/17/16	4,533 000	$26 221	$23 100	$118,859 34	**$104,712.30**
Next Dividend Payable 01/2017; Asset Class: FI & Pref						
ISHARES 20+ YR TREASU BOND ETF (TLT)	12/21/12	100 000	122 200	119.130	12,220 00	11,913.00
	12/2/13	390.000	103.400	119 130	40,326.00	46,460.70
	6/8/16	210 000	133 255	119 130	27,983 55	25,017.30
	Total	700 000			80,529 55	**83,391.00**
GIMA Status: AL, Next Dividend Payable 01/2017; Asset Class: FI & Pref						
ISHARES CORE U.S. AGGREGATE (AGG)	1/27/14	228 000	107.350	108 060	24,475 80	**24,637.68**
GIMA Status: AL; Next Dividend Payable 01/2017; Asset Class: FI & Pref						
ISHARES GLOBAL TECH ETF (IXN)	8/2/11	1,500 000	60 800	109.880	91,200.00	164,820.00
	1/12/12	500 000	60 100	109 880	30,050 00	54,940 00
	Total	2,000.000			121,250 00	**219,760.00**
GIMA Status: AL; Next Dividend Payable 06/2017; Asset Class: Equities						

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
POWERSHARES QQQ TR (QQQ)	1/6/11	1,000 000	56 344	118.480	56,344 45	118,480 00
	2/24/11	1,000.000	57 238	118 480	57,238 14	118,480.00
	3/15/11	500.000	56.227	118.480	28,113 34	59,240 00
	5/17/11	500 000	57.987	118.480	28,993 33	59,240 00
	Total	3,000 000			170,689 26	**355,440.00**
GIMA Status: AL; Next Dividend Payable 03/2017, Asset Class: Equities						
SELECT SECTOR SPDR TD ETF (XLRE)	9/8/16	3,150.000	33.600	30.750	105,840.00	96,862 50
	9/9/16	350.000	32.497	30.750	11,373.81	10,762 50
	Total	3,500 000			117,213 81	**107,625.00**
GIMA Status: AL; Next Dividend Payable 03/2017; Asset Class: Alt						
SPDR GOLD TR GOLD SHS (GLD)	4/18/16	1,300 000	117.950	109 610	153,335 00	142,493 00
	4/29/16	700 000	123.500	109 610	86,450 00	76,727 00
	12/8/16	900 000	111.670	109 610	100,503 00	98,649 00
	Total	2.900.000			340,288 00	**317,869.00**
GIMA Status: AL; Asset Class: Alt						
SPDR S&P 500 ETF TRUST (SPY)	5/25/10	900.000	105.600	223.530	95,040 00	201,177.00
	6/29/10	1,100.000	104 200	223.530	114,620 00	245,883.00
	8/19/10	1,000 000	108 611	223.530	108,610 65	223,530 00
	9/20/10	1,000 000	113.550	223.530	113,550 00	223,530 00
	1/5/11	1,000 000	127.500	223 530	127 500.00	223,530 00
	8/18/11	500.000	114.100	223.530	57,050 00	111,765 00
	8/18/11	500.000	114 100	223 530	57,050 00	111,765.00
	Total	6,000.000			673,420.65	**1,341,180.00**
GIMA Status· AL; Next Dividend Payable 01/31/17; Asset Class: Equities						
THE TECHNOLOGY SEL SEC SPDR FD (XLK)	10/14/10	2,000.000	24 023	48 360	48,045.00	96,720 00
	1/5/11	2,000.000	25.954	48.360	51,908.82	96,720 00
	2/24/11	2,000 000	26.335	48.360	52.669 43	96,720.00
	7/11/11	500 000	26 425	48 360	13,212 71	24,180 00
	8/2/11	500 000	26 082	48.360	13,040.79	24.180 00
	Total	7,000 000			178,876 75	**338,520.00**
GIMA Status: AL; Next Dividend Payable 03/2017; Asset Class: Equities						
VANECK VECTORS GOLD MINERS E (GDX)	5/19/16	4,300 000	23.650	20.920	101.695 00	89,956.00
	6/8/16	2,700 000	25.959	20.920	70,088 49	56.484 00
	Total	7,000.000			171,783 49	**146,440.00**
Next Dividend Payable 12/2017; Asset Class: Alt						

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
VANGUARD CONSM STPLES ET ETF (VDC)	8/2/11	1,000.000	78.569	133.990	78,569.24	133,990.00
	8/26/11	1,000.000	77.504	133.990	77,504 20	133,990.00
	Total	2,000.000			156,073 44	267,980.00
GIMA Status: AL; Next Dividend Payable 03/2017; Asset Class: Equities						
VANGUARD TOTAL BOND MARKET (BND)	4/24/15	1,500 000	83.426	80.790	125,138.40	121,185.00
	12/9/16	1,500 000	80 690	80 790	121,035.00	121,185.00
	Total	3,000.000			246,173 40	242,370.00
GIMA Status: AL; Next Dividend Payable 01/2017; Asset Class: FI & Pref						

	Percentage of Holdings	Total Cost	Market Value
EXCHANGE-TRADED & CLOSED-END FUNDS	11.22%	$3,683,584.07	$5,136,901.18

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value
NEW YORK ST DORM AUTH REVS NON ST SUPPORTED DEBT	4/3/13	30,000.000	$110.473	$101.081	$33,141 90	
REV-A			$100 880		$30,264.14	$30,324.30

Coupon Rate 4 250%; Matures 05/01/2017; CUSIP 649903KP5
Int. Semi-Annually May/Nov 01; Yield to Maturity .989%; Federal Tax Exempt; Escrowed to Maturity; Moody A3; Issued 05/31/07; Asset Class: FI & Pref

	Percentage of Holdings	Face Value	Orig Total Cost / Adj Total Cost	Market Value
MUNICIPAL BONDS		30,000.000	$33,141.90	
			$30,264.14	$30,324.30

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value
BERKSHIRE HATHAWAY INC	12/8/16	25,000 000	$100 023	$100.052	$25,005.75	
Coupon Rate 1.900%; Matures 01/31/2017; CUSIP 084670BD9			$100.013		$25,003 21	$25,013.00
Int. Semi-Annually Jan/Jul 31, Yield to Maturity 1.265%; Moody AA2 S&P AA, Issued 01/31/12; Asset Class: FI & Pref						
GENERAL ELEC CAP CORP	4/9/10	100,000.000	100.000	100.497	100,000.00	
Coupon Rate 4 050%; Matures 04/15/2017; CUSIP 36966R6J0			100 000		100,000.00	100,497.00
Int. Semi-Annually Apr/Oct 15; Yield to Maturity 2.299%; Moody A1 S&P AA-; Issued 04/14/10; Asset Class: FI & Pref						
ROYAL BANK OF SCOTLAND	12/17/12	75,000 000	100.000	98 574	75,000 00	
Coupon Rate 2 250%, Matures 12/15/2017, CUSIP 78012DBD4			100.000		75,000.00	73,930.50
Interest Paid Monthly Jan 15; Yield to Maturity 3.783%; Moody BA1 S&P BBB-; Issued 12/20/12; Asset Class: FI & Pref						
PITNEY BOWES INC	12/9/16	40,000 000	103.003	102 964	41,201 16	
Coupon Rate 4.750%, Matures 05/15/2018; CUSIP 72447WAA7			102 876		41,150 58	41,185.60
Int. Semi-Annually May/Nov 15; Yield to Maturity 2.536%; Moody BAA3 S&P BBB-; Issued 04/29/03; Asset Class: FI & Pref						
VIACOM INC CBS	12/9/16	64,000.000	103.819	103.675	66,443.90	
Coupon Rate 4.625%, Matures 05/15/2018, CUSIP 925524AU4			103.657		66,340 65	66,352.00
Int. Semi-Annually May/Nov 15; Yield to Maturity 1.898%; Moody BAA2 S&P BBB; Issued 05/14/03; Asset Class· FI & Pref						
TORONTO-DOMINION BANK	5/22/15	50,000.000	100 000	100.015	50,000 00	
Coupon Rate 1 250%; Matures 05/29/2018, CUSIP 89114QSW9			100.000		50,000.00	50,007.50
Interest Paid Quarterly Aug 29; Callable $100.00 on 02/28/17; Stepped; Moody AA1 S&P AA-; Issued 05/29/15; Asset Class: FI & Pref						
GENERAL ELECTRIC CAPITAL CORP	7/10/09	100,000.000	100.000	105.519	100,000 00	
Coupon Rate 6 000%, Matures 07/15/2018, CUSIP 36966R3S3			100.000		100,000 00	105,519.00
Int. Semi-Annually Jan/Jul 15; Yield to Maturity 2.327%; Moody A1 S&P AA-; Issued 07/16/09; Asset Class: FI & Pref						
MORGAN STANLEY	1/28/13	50,000.000	100.000	98.050	50,000.00	
Coupon Rate 2 625%, Matures 01/31/2019; CUSIP 61760LCA1			100 000		50,000 00	49,025.00
Int. Semi-Annually Jan/Jul 31; Yield to Maturity 3.604%; Moody A3 S&P BBB+; Issued 01/31/13; Asset Class: FI & Pref						
WASHINGTON POST CO	2/1/13	46,000 000	119 416	108 291	54,931 36	
Coupon Rate 7 250%; Matures 02/01/2019; CUSIP 939640AD0			107.218		49.320.33	49,813.86
Int. Semi-Annually Feb/Aug 01; Yield to Maturity 3.107%; Moody BA1 S&P BB+; Issued 01/30/09; Asset Class. FI & Pref						
GENERAL ELECTRIC CAPITAL CORP	2/1/13	75,000 000	113.017	105.243	84,762 75	
Coupon Rate 5.100%, Matures 02/15/2019, CUSIP 36966RW28			104.819		78,614 36	78,932.25
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 2.545%; Moody A1 S&P AA-; Issued 02/14/08; Asset Class: FI & Pref						
ANHEUSER BUSCH COS INC	8/30/10	25,000 000	108 950	106.459	27.237 50	
Coupon Rate 5 000%, Matures 03/01/2019; CUSIP 035229CW1			102 555		25,638.79	26,614.75
Int. Semi-Annually Mar/Sep 01; Yield to Maturity 1.940%, Moody A3 S&P A-; Issued 03/01/04; Asset Class: FI & Pref						

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value
PITNEY BOWES INC	2/1/13	26,000 000	111.514	107 544	28,993.64	
Coupon Rate 6 250%; Matures 03/15/2019; CUSIP 724479AH3			104.478		27,164.39	**27,961.44**
Int. Semi-Annually Mar/Sep 15; Yield to Maturity 2.701%; Moody BAA3 S&P BBB-; Issued 03/05/09; Asset Class: FI & Pref						
JOHN DEERE CAPITAL CORP	2/1/13	23,000 000	103.795	101 076	23,872 85	
Coupon Rate 2.250%; Matures 04/17/2019; CUSIP 24422ERR2			101 446		23,332 49	**23,247.48**
Int. Semi-Annually Apr/Oct 17; Yield to Maturity 1.769%; Moody A2 S&P A; Issued 04/17/12; Asset Class: FI & Pref						
MERCK & CO INC	12/9/16	50,000.000	108.042	108.302	54,021.15	
Coupon Rate 5.000%, Matures 06/30/2019; CUSIP 589331AN7			107.854		53,926 84	**54,151.00**
Int. Semi-Annually Jun/Dec 30; Yield to Maturity 1.596%; Moody A1 S&P AA; Issued 06/25/09, Asset Class· FI & Pref						
PROSPECT CAPITAL CORPORATION	1/28/13	35,000.000	100 000	90 320	35,000 00	
Coupon Rate 4.000%, Matures 01/15/2020; CUSIP 74348YBZ3			100.000		35,000.00	**31,612.00**
Int. Semi-Annually Jan/Jul 15; Callable $100.00 on 07/15/17, Yield to Maturity 7.628%; S&P BBB-; Issued 01/31/13; Asset Class: FI & Pref						
TIME WARNER INC	12/8/16	49,000.000	107.370	106.747	52,611.30	
Coupon Rate 4 875%; Matures 03/15/2020; CUSIP 887317AF2			107.231		52,543 17	**52,306.03**
Int. Semi-Annually Mar/Sep 15; Yield to Maturity 2.664%; Moody BAA2 S&P BBB (+); Issued 03/11/10; Asset Class: FI & Pref						
SUNTRUST BANK	1/11/10	1,000 000	96.976	108 122	969 76	
Coupon Rate 5.400%, Matures 04/01/2020, CUSIP 86787GAE2			96 976		969 76	**1,081.22**
Int. Semi-Annually Apr/Oct 01; Yield to Maturity 2.768%; Moody BAA1 S&P BBB+; Issued 03/24/05; Asset Class: FI & Pref						
TOYOTA MOTOR CREDIT CORP	3/8/12	40,000.000	113.068	107 449	45,227.25	
Coupon Rate 4.500%; Matures 06/17/2020; CUSIP 89233P4C7			105.823		42,329.17	**42,979.60**
Int. Semi-Annually Jun/Dec 17; Yield to Maturity 2.251%; Moody AA3 S&P AA-; Issued 06/17/10; Asset Class: FI & Pref						
TALISMAN ENERGY	4/10/14	50,000 000	101.836	96.910	50,918.25	
Coupon Rate 3.750%; Matures 02/01/2021; CUSIP 87425EAM5			101.152		50,575.98	**48,455.00**
Int. Semi-Annually Feb/Aug 01; Callable $100.00 on 11/01/20; Yield to Maturity 4.588%, Moody BAA3 S&P BBB-; Issued 11/12/10; Asset Class: FI & Pref						
PROSPECT CAPITAL CORPORATION	4/28/14	100,000 000	100 000	97 880	100,000 00	
Coupon Rate 5 250%, Matures 05/15/2021, CUSIP 74348YPA3			100.000		100,000.00	**97,880.00**
Int. Semi-Annually May/Nov 15; Callable $100.00 on 05/15/17; Yield to Maturity 5.804%; S&P BBB-; Issued 05/01/14; Asset Class: FI & Pref						
MORGAN STANLEY	12/17/12	50,000.000	100.000	99 610	50,000.00	
Coupon Rate 3.250%; Matures 12/20/2021; CUSIP 61760LBT1			100 000		50,000 00	**49,805.00**
Int Semi-Annually Jun/Dec 20; Yield to Maturity 3 336%; Moody A3 S&P BBB+; Issued 12/20/12; Asset Class· FI & Pref						
BOARDWALK PIPELINES LP	1/25/13	25,000 000	98 298	95 198	24,574 50	
Coupon Rate 3.375%, Matures 02/01/2023; CUSIP 096630AC2			98.298		24,574.50	**23,799.50**
Int. Semi-Annually Feb/Aug 01; Callable $100.00 on 11/01/22; Yield to Maturity 4.280%, Moody BAA3 S&P BBB-; Issued 11/08/12; Asset Class: FI & Pref						
HSBC USA INC	4/10/14	100,000 000	100.000	95.078	100,000.00	
Coupon Rate 3 000%, Matures 04/17/2024, CUSIP 40432XWR8			100 000		100,000.00	**95,078.00**
Interest Paid Quarterly Jul 17; Yield to Maturity 3.778%; Floater; Moody A2 S&P A; Issued 04/17/14; Asset Class: FI & Pref						

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value
CREDIT SUISSE AG	4/28/14	50,000 000	100.000	96 532	50,000 00	
Coupon Rate 3 000%, Matures 04/30/2024, CUSIP 22547QM78			100.000		50,000 00	**48,266.00**
Int. Semi-Annually Apr/Oct 30; Callable $100.00 on 04/30/19; Stepped, Moody A1; Issued 04/30/14; Asset Class: Struct Inv						
GOLDMAN SACHS GROUP INC	5/18/15	75,000 000	100 000	93 545	75,000.00	
Coupon Rate 3.250%, Matures 05/15/2025, CUSIP 38143C3V1			100.000		75,000 00	**70,158.75**
Interest Paid Monthly Jun 15; Yield to Maturity 4.171%; Moody A3 S&P BBB+; Issued 05/21/15; Asset Class: FI & Pref						
GOLDMAN SACHS GROUP INC.	5/7/12	100,000 000	100.000	107 187	100,000 00	
Coupon Rate 5 000%; Matures 05/15/2025, CUSIP 38141EP78			100.000		100,000.00	**107,187.00**
Interest Paid Monthly Jun 15; Yield to Maturity 3.982%; Moody A3 S&P BBB+; Issued 05/10/12; Asset Class: FI & Pref						
NATIONAL RURAL UTIL COOP	4/28/14	50,000.000	100 000	98 798	50,000 00	
Coupon Rate 3 500%, Matures 05/15/2025, CUSIP 63743FTE6			100 000		50,000.00	**49,399.00**
Interest Paid Monthly Jun 15; Yield to Maturity 3.668%; Moody A2 S&P A; Issued 05/01/14; Asset Class: FI & Pref						
BANK OF AMERICA	2/3/14	55,000 000	100 000	98.479	55,000.00	
Coupon Rate 4.000%, Matures 02/15/2026, CUSIP 06050WFB6			100.000		55,000 00	**54,163.45**
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 4.202%; Moody BAA1 S&P BBB+; Issued 02/06/14; Asset Class: FI & Pref						
GOLDMAN SACHS GROUP INC	4/10/14	15,000 000	102.035	104.131	15,305 25	
Coupon Rate 4.500%; Matures 07/15/2026, CUSIP 38143CDK4			101.670		15,250.54	**15,619.65**
Interest Paid Monthly Aug 15, Yield to Maturity 3.975%; Moody A3 S&P BBB+; Issued 07/03/13; Asset Class: FI & Pref						
GENERAL ELECTRIC CAPITAL CORP	4/10/14	30,000 000	107 025	104 244	32,107 35	
Coupon Rate 4 400%, Matures 08/15/2026, CUSIP 36966TCY6			105.734		31,720 12	**31,273.20**
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 3.867%; Moody A1 S&P AA-; Issued 08/25/11; Asset Class: FI & Pref						
JPMORGAN CHASE & CO.	5/9/12	75,000.000	100 000	98 438	75,000 00	
Coupon Rate 3.500%, Matures 05/14/2027, CUSIP 48125VUM0			100.000		75,000 00	**73,828.50**
Int. Semi-Annually May/Nov 14; Callable $100.00 on 05/14/17; Stepped; Moody A3 S&P A-; Issued 05/14/12; Asset Class: Struct Inv						
GOLDMAN SACHS GROUP INC	6/9/14	50,000.000	100.000	93 320	50,000 00	
Coupon Rate 3 750%, Matures 06/15/2027; CUSIP 38143CGK1			100 000		50,000.00	**46,660.00**
Interest Paid Monthly Jul 15; Yield to Maturity 4.560%; Moody A3 S&P BBB+; Issued 06/12/14; Asset Class. FI & Pref						

	Percentage of Holdings	Face Value	Orig Total Cost / Adj Total Cost	Market Value
CORPORATE FIXED INCOME		1,699,000.000	$1,743,183.72	
			$1,723,454.88	$1,711,802.28

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

MUTUAL FUNDS

"Total Purchases vs. Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in ca prior to addition of this information on statements; securities transfers; timing of recent distributions; and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributic purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes. Global Investment Manager Analysis (GIMA) status co mutual funds and are not guarantees of performance. Refer to "GIMA Status in Investment Advisory Programs" in the June or December statement for a descripi

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
AMER CENT INT TRM TX FR BD INV (TWTIX)	9/2/10	8,787 346	$11 380	$11.120	$100,000 00	$97,715 29
	12/7/12	10 882	11.870	11.120	129.17	121 01
	12/6/13	28.565	11.150	11.120	318 50	317 64
	Purchases	8,826 793			100,447.67	98,153.94
Short Term Reinvestments		218.704			2,520.40	2,431.99
	Total	9,045 497			102,968.07	100,585.93
Total Purchases vs Market Value					100,447.67	100,585.93
Net Value Increase/(Decrease)						138.26
Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: FI & Pref						
BLACKROCK STRATEGIC INC OPP I (BSIIX)	1/29/13	491.642	10 170	9 830	5,000.00	4,832 84
	12/2/13	4,451.039	10.110	9 830	45,000.00	43,753.71
	7/17/14	9.405	10.360	9.830	97.44	92.45
	12/22/14	86 679	10 120	9 830	877 19	852.05
	Purchases	5,038.765			50,974 63	49,531.05
Long Term Reinvestments		47.491			464.46	466 84
Short Term Reinvestments		147.245			1,434 38	1,447.42
	Total	5,233.501			52,873.47	51,445.31
Total Purchases vs Market Value					50,974 63	51,445.31
Net Value Increase/(Decrease)						470.68
GIMA Status: AL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: Alt						
FEDERATED MUNI AND STK ADV IS (FMUIX)	3/21/05	1,815.000	11.020	12.560	20,001.30	22,796.40
	12/27/06	30 032	12 070	12.560	362 49	377 20
	12/27/06	0 004	12.500	12 560	0.05	0.05
	12/27/07	55 608	11.480	12 560	638.38	698.43
	12/18/09	4,906 771	10.190	12.560	50,000 00	61,629.04
	1/24/13	2,107 926	11 860	12.560	25,000.00	26,475.55

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	Purchases	8,915.341			96,002.22	**111,976.67**
Long Term Reinvestments		41 437			500.15	520.44
Short Term Reinvestments		239.775			2,966 50	3,011.57
	Total	9,196 553			99,468.87	**115,508.71**
Total Purchases vs Market Value					96,002 22	115,508.71
Net Value Increase/(Decrease)						19,506.49
Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest, Asset Class: Equities, FI & Pref						
LOOMIS SAYLES BOND INST (LSBDX)	11/20/07	8,900 000	14 735	13 560	131,142 39	120,684.00
	Purchases	8,900 000			131,142.39	**120,684.00**
Short Term Reinvestments		142 926			1,936.64	1,938 08
	Total	9,042 926			133,079 03	**122,622.08**
Total Purchases vs Market Value					131,142.39	122,622 08
Net Value Increase/(Decrease)						(8,520 31)
GIMA Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: FI & Pref						
LOOMIS SAYLES STRATEGIC INC Y (NEZYX)	2/2/05	7,096 378	14.092	14.100	100,000.00	100,058.93
	9/14/07	2,204.235	14 971	14 100	33,000.00	31,079 71
	8/24/10	13,632 007	14.672	14.100	200,005 25	192,211.30
	Purchases	22,932 620			333,005.25	**323,349.94**
Long Term Reinvestments		1,616 380			22,047.42	22,790.96
Short Term Reinvestments		1,250.254			17,634.34	17,628 58
	Total	25,799 254			372,687 01	**363,769.48**
Total Purchases vs Market Value					333,005 25	363,769.48
Net Value Increase/(Decrease)						30,764.23
Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest; Asset Class: Equities, FI & Pref						
LORD ABBETT SHT DURATION INC F (LDLFX)	10/12/11	22,222 223	4 500	4 300	100,000 00	95,555 56
	Purchases	22,222 223			100,000 00	**95,555.56**
Short Term Reinvestments		906 161			3,919 95	3,896.49
	Total	23,128.384			103,919 95	**99,452.05**
Total Purchases vs Market Value					100,000.00	99,452.05
Net Value Increase/(Decrease)						(547 95)
GIMA Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest, Asset Class: FI & Pref						

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
OPPENHEIMER DEVELOPING MKTS Y (ODVYX)	12/11/07	114 459	49.368	31.970	5,650 56	3,659 25
	12/11/07	83.884	49 367	31.970	4,141 13	2,681.77
	12/9/08	2,256 705	14 866	31.970	33,547.50	72,146.85
	12/9/08	86 950	14.866	31.970	1,292 57	2,779 79
	12/6/13	12.139	37.146	31.970	450.90	388.08
	1/23/14	476 899	36.184	31.970	17,256.32	15,246 46
	Purchases	3,031.036			62,338 98	**96,902.20**
Short Term Reinvestments		16.006			504.52	511.71
	Total	3,047 042			62,843 50	**97,413.93**
Total Purchases vs Market Value					62,338 98	97,413.93
Net Value Increase/(Decrease)						35,074 95
Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class- Equities						
TEMPLETON GLOBAL BD FD ADV (TGBAX)	8/23/10	7,502.218	13.329	11.960	100,000 00	89,726.52
	12/19/11	48 185	12.263	11.960	590.88	576.29
	12/17/12	96.816	13.210	11 960	1,278 92	1,157.91
	12/17/12	0 969	13.211	11.960	12 80	11.58
	12/16/13	1.817	13.014	11.960	23.64	21.73
	12/15/14	17.491	12.290	11.960	214.97	209.19
	Purchases	7,667.496			102,121.21	**91,703.22**
Long Term Reinvestments		21.594			249.19	258.26
Short Term Reinvestments		213.206			2,402.32	2,549 94
	Total	7,902 296			104,772.72	**94,511.46**
Total Purchases vs Market Value					102,121 21	94,511.46
Net Value Increase/(Decrease)						(7,609.75)
GIMA Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: FI & Pref						
WESTCORE PLUS BOND RETAIL (WTIBX)	3/14/07	1,576.567	10 640	10 590	16,774 67	16,695 84
	8/23/10	9,132.420	10.950	10 590	100,000.00	96,712 33
	Purchases	10,708 987			116,774 67	**113,408.17**
Long Term Reinvestments		59.320			625 83	628.20
Short Term Reinvestments		368.619			3,974 69	3,903 68
	Total	11,136.926			121,375 19	**117,940.05**
Total Purchases vs Market Value					116,774 67	117,940 05
Net Value Increase/(Decrease)						1,165.38
Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: FI & Pref						

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT F: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

	Percentage of Holdings	Total Cost	Market Value
MUTUAL FUNDS	2.54%	$1,153,987.81	$1,163,249.00
BROKER BASIS ADJUSTMENT		$35,735.73	

	Percentage of Holdings	Total Cost	Market Value
TOTAL		$32,167,006.69	$44,529,646.46

THE ANDROCLES FOUNDATION, INC.
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FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT G: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
ISHARES 7-10 YR TREASRY BD ETF (IEF)	9/16/14	1,000 000	$104 307	$104 820	$104,306 80	**$104,820.00**
Next Dividend Payable 01/2017; Asset Class· FI & Pref						
ISHARES CORE U.S. AGGREGATE (AGG)	10/6/11	500 000	110 510	108 060	55,255 15	54,030 00
	10/25/11	500 000	110 510	108 060	55,255 15	54,030 00
	Total	1,000 000			110,510 30	**108,060 00**
Next Dividend Payable 01/2017; Asset Class: FI & Pref						
ISHARES MSCI EAFE ETF (EFA)	8/14/09	541 000	51 469	57 730	27,844 96	31,231 93
	8/24/09	659 000	52 937	57 730	34,885 46	38,044 07
	8/24/10	800 000	50 178	57 730	40,142.63	46,184 00
	5/25/11	500 000	60 505	57 730	30,252 46	28 865 00

THE ANDROCLES FOUNDATION, INC.
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FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT G: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	8/26/11	1,500 000	51 935	57.730	77,903 24	86,595 00
	Total	4,000 000			211,028 75	**230,920 00**
Next Dividend Payable 06/2017; Asset Class: Equities						
ISHARES N AMER NAT RES ETF (IGE)	6/7/11	500 000	43 651	35.950	21,825 51	17,975.00
	4/12/12	1,000 000	38 389	35 950	38,389 24	35,950 00
	Total	1,500 000			60,214.75	**53,925.00**
Next Dividend Payable 03/2017; Asset Class· Alt						
ISHARES S&P 100 ETF (OEF)	1/21/15	900 000	90 461	99 300	81,415.25	89,370 00
	5/7/15	200 000	93 876	99 300	18,775 25	19,860.00
	8/6/15	200 000	93 896	99 300	18,779 25	19,860.00
	Total	1,300 000			118,969 75	**129,090.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
ISHARES S&P MIDCAP 400 INDEX (IJH)	10/31/13	740 000	130 356	165.340	96,463 34	122,351 60
	11/11/13	260 000	130 840	165 340	34,018 48	42,988 40
	Total	1,000 000			130,481 82	**165,340.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
ISHARES US REAL ESTATE ETF (IYR)	5/2/11	1,700.000	62 666	76 940	106,531 69	130,798 00
	5/4/11	800 000	62 010	76 940	49,607 87	61 552 00
	5/13/11	1,000.000	61 532	76 940	61,532 26	76,940.00
	4/12/12	500.000	61 712	76 940	30,856 14	38,470 00
	Total	4,000 000			248,527 96	**307,760 00**
Next Dividend Payable 03/2017; Asset Class. Alt						
PIMCO INCOME OPPTY FUND (PKO)	10/24/12	1,600.000	29 858	23 160	47,772 82	37,056 00
	12/3/12	10 000	29 538	23 160	295 38	231.60
	1/2/13	10 000	29 630	23 160	296 30	231 60
	2/1/13	10 000	29.970	23.160	299.70	231.60
	3/1/13	9.000	31 434	23 160	282 91	208 44
	4/1/13	10.000	31 054	23 160	310.54	231 60
	5/1/13	9.000	32 666	23 160	293 99	208.44
	6/3/13	10 000	29 611	23 160	296.11	231 60
	7/1/13	11.000	28 774	23.160	316 51	254.76
	8/1/13	11 000	27 091	23 160	298 00	254 76
	9/3/13	11 000	27 235	23.160	299 58	254 76
	10/1/13	11 000	27 519	23 160	302.71	254 76
	11/1/13	11.000	28.882	23 160	317.70	254.76
	12/2/13	11.000	28 269	23 160	310 96	254 76

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT G: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	1/2/14	11.000	28 164	23.160	309 80	254 76
	1/17/14	35 000	28 962	23 160	1,013 67	810 60
	2/3/14	11 000	29 023	23 160	319.25	254 76
	3/3/14	11 000	28.534	23 160	313 87	254 76
	4/1/14	12.000	28 149	23 160	337 79	277 92
	5/1/14	11 000	29 065	23 160	319 71	254 76
	6/2/14	11 000	28 932	23 160	318 25	254.76
	7/1/14	11 000	29 220	23 160	321 42	254 76
	8/1/14	12 000	27 899	23 160	334 79	277 92
	9/2/14	12 000	29.165	23.160	349 98	277.92
	10/1/14	12.000	27 581	23 160	330 97	277 92
	11/3/14	13 000	27.391	23 160	356 08	301 08
	12/1/14	13 000	27.425	23 160	356 53	301 08
	1/2/15	14 000	25 056	23 160	350 79	324 24
	1/16/15	63 000	24 805	23 160	1,562 70	1,459 08
	1/16/15	59 000	24.805	23 160	1,463 48	1,366 44
	2/2/15	14 000	24 675	23 160	345 45	324 24
	3/2/15	15 000	25 487	23 160	382 30	347.40
	4/1/15	15 000	25 670	23 160	385 05	347 40
	5/1/15	15 000	26.455	23 160	396 83	347 40
	6/1/15	15 000	26 187	23 160	392 81	347 40
	7/1/15	16 000	24 409	23 160	390.54	370 56
	8/3/15	17.000	23 536	23 160	400 11	393 72
	9/1/15	17 000	22 936	23 160	389 91	393.72
	10/1/15	18 000	22 836	23 160	411 05	416 88
	11/2/15	17 000	23 477	23 160	399 11	393 72
	12/1/15	18 000	22 733	23 160	409 20	416 88
	Total	2.222 000			64,354 65	**51,461.52**
Next Dividend Payable 01/03/17; Asset Class. FI & Pref						
POWERSH DWA TECH LEAD PTF ETF (PDP)	10/24/12	1,000.000	27 824	42.000	27,823 67	42,000 00
	3/26/13	300 000	31 104	42 000	9 331 10	12,600 00
	6/5/13	300 000	32 235	42 000	9,670 49	12,600 00
	10/29/13	400 000	35 470	42.000	14,188 13	16,800 00
	7/29/14	1,000 000	39 698	42 000	39,698 25	42,000 00
	Total	3,000 000			100,711 64	**126,000.00**
Next Dividend Payable 03/2017; Asset Class: Equities						

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THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT G: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
POWERSHARES QQQ TR (QQQ)	1/21/15	1,000.000	102.795	118.480	102,795.25	118,480.00
	7/6/15	500 000	108 611	118 480	54,305 25	59.240 00
	Total	1,500 000			157,100 50	**177,720.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
SPDR S&P 500 ETF TRUST (SPY)	5/19/16	400 000	205.355	223 530	82,142 12	89,412 00
	6/8/16	200 000	215 448	223.530	43,089.53	44,706 00
	Total	600 000			125,231 65	**134,118.00**
Next Dividend Payable 01/31/17; Asset Class: Equities						
SPDR S&P MIDCAP 400 ETF TRUST (MDY)	8/7/15	225 000	271 950	301 730	61,188 75	67.889 25
	8/7/15	200 000	274 980	301 730	54,996 05	60,346.00
	9/8/15	275 000	259 574	301 730	71,382 75	82.975 75
	Total	700.000			187,567 55	**211,211.00**
Next Dividend Payable 01/31/17, Asset Class: Equities						
UTILITIES SEL SECT SPDR FUND (XLU)	7/14/14	2,400.000	42 877	48.570	102.905.25	116.568 00
	1/21/15	600.000	49 769	48 570	29.861 61	29,142 00
	Total	3,000 000			132,766 86	**145,710.00**
Next Dividend Payable 03/2017; Asset Class: Equities						
VANGUARD DIVIDEND APPRECIATION (VIG)	7/30/13	492 000	72.859	85 180	35,846 67	41,908.56
	7/31/13	508 000	70 776	85 180	35.954 03	43,271 44
	10/17/13	600 000	72 233	85 180	43,339 59	51,108.00
	Total	1,600.000			115,140 29	**136,288.00**
Next Dividend Payable 03/2017, Basis Adjustment Due to Wash Sale· $908.58; Asset Class· Equities						
VANGUARD GLBL EX-US REAL EST (VNQI)	5/2/11	1,000 000	53 400	49 570	53,400 05	49,570.00
	5/13/11	1,000 000	51.488	49.570	51,487.65	49.570 00
	5/25/11	500 000	51 691	49.570	25,845.52	24.785.00
	Total	2,500 000			130,733 22	**123,925.00**
Next Dividend Payable 03/2017; Asset Class: Alt						
VANGUARD INFO TECH ETF (VGT)	9/11/14	1,000 000	103 342	121.500	103,342 08	**121,500.00**
Next Dividend Payable 03/2017; Basis Adjustment Due to Wash Sale: $1,236.83; Asset Class· Equities						
VANGUARD TTL STK MKT ETF (VTI)	11/17/16	550 000	112 893	115.320	62,091 00	63.426 00
	12/22/16	350.000	116 453	115 320	40.758 50	40,362.00
	Total	900.000			102,849.50	**103,788.00**
Next Dividend Payable 03/2017; Asset Class: Equities						

Security Mark at Right

ATTACHMENT G: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

	Percentage of Holdings	Total Cost	Market Value
EXCHANGE-TRADED & CLOSED-END FUNDS	39.32%	$2,203,838.07	$2,431,636.52

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value
NEW YORK CITY MUNI WTR FIN AUT H WTR & SWR SYS 2ND	3/24/11	50,000 000	$102 253	$104.405	$51,126 25	
GENL RV-GG			$100 731		$50,365 55	$52,202.50
Coupon Rate 3 250%, Matures 06/15/2019, CUSIP 64972F2U9						
Int. Semi-Annually Jun/Dec 15; Yield to Maturity 1.418%; Federal Tax Exempt; Moody AA1 S&P AA+; Issued 03/31/11; Asset Class- FI & Pref						
NEW YORK NY GENL OBLIG SER-C-1	1/25/13	45,000 000	112 925	108.549	50,816 10	
Coupon Rate 4 297%, Matures 10/01/2021; CUSIP 64966H4J6			107 429		48,343 06	48,847.05
Int. Semi-Annually Apr/Oct 01; Yield to Maturity 2.382%; Callable Extraordinary; Subject to Federal Tax, Moody AA2 S&P AA, Issued 10/20/10, Asset Class. FI & Pref						

	Percentage of Holdings	Face Value	Orig Total Cost / Adj Total Cost	Market Value
MUNICIPAL BONDS		95,000.000	$101,942.35	
			$98,708.61	$101,049.55

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value
BANK OF AMERICA CORP	8/20/09	50,000 000	$100 000	$102 002	$50,000.00	
Coupon Rate 6 000%, Matures 08/15/2017, CUSIP 06050WBR5			$100 000		$50,000 00	$51,001.00
Int. Semi-Annually Feb/Aug 15, Yield to Maturity 2.727%, Moody BAA1 S&P BBB+; Issued 08/27/09, Asset Class: FI & Pref						
BANK OF AMERICA	10/27/09	100,000 000	100 000	102 181	100,000 00	
Coupon Rate 5 100%, Matures 11/15/2017, CUSIP 06050WBX2			100 000		100,000 00	102,181.00
Int. Semi-Annually May/Nov 15; Yield to Maturity 2.552%; Moody BAA1 S&P BBB+; Issued 11/05/09; Asset Class: FI & Pref						
ROYAL BANK OF SCOTLAND	3/28/11	100,000 000	100 000	100 535	100,000 00	
Coupon Rate 4 500%, Matures 03/15/2018, CUSIP 78011RBD4			100 000		100 000 00	100,535.00
Interest Paid Monthly Apr 15, Yield to Maturity 4.036%; Moody A3 S&P BBB+; Issued 03/31/11; Asset Class. FI & Pref						

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT G: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value
GENERAL ELECTRIC CAPITAL CORP	4/21/09	100 000 000	100.000	105 911	100,000 00	
Coupon Rate 6.750%; Matures 04/15/2018, CUSIP 36966R3B0			100.000		100,000.00	105,911.00
Int. Semi-Annually Apr/Oct 15, Yield to Maturity 2.075%; Moody A1 S&P AA-, Issued 04/30/09; Asset Class· FI & Pref						
PROSPECT CAPITAL CORPORATION	9/24/12	25,000 000	100 000	99 875	25,000.00	
Coupon Rate 5 850%, Matures 09/15/2019, CUSIP 74348YAS0			100.000		25,000.00	24,968.75
Int. Semi-Annually Mar/Sep 15, Callable $100.00 on 03/15/17, Yield to Maturity 5.897%. S&P BBB-; Issued 09/27/12, Asset Class. FI & Pref						
MORGAN STANLEY	10/29/12	50,000 000	100 000	98 549	50,000.00	
Coupon Rate 3 000%, Matures 11/01/2019, CUSIP 61760LAV7			100 000		50,000 00	49,274.50
Int. Semi-Annually May/Nov 01; Yield to Maturity 3.542%; Moody A3 S&P BBB+; Issued 11/01/12; Asset Class: FI & Pref						
PROSPECT CAPITAL CORPORATION	12/29/14	100,000 000	100.000	95 721	100,000.00	
Coupon Rate 4 250%, Matures 07/15/2020; CUSIP 74348YPQ8			100 000		100,000 00	95,721.00
Int. Semi-Annually Jan/Jul 15, Callable $100.00 on 07/15/17; Yield to Maturity 5.599%; S&P BBB-; Issued 01/02/15; Asset Class. FI & Pref						
GOLDMAN SACHS GROUP	9/8/14	100,000 000	100.000	98 596	100,000 00	
Coupon Rate 2 500%, Matures 09/15/2020, CUSIP 38143CHH7			100 000		100,000 00	98,596.00
Interest Paid Monthly Oct 15, Yield to Maturity 2.902%; Moody A3 S&P BBB+; Issued 09/11/14; Asset Class. FI & Pref						
PROSPECT CAPITAL CORPORATION	3/23/15	100,000 000	100 000	96 560	100,000 00	
Coupon Rate 4.750%; Matures 09/15/2020, CUSIP 74348YQB0			100 000		100,000 00	96,560 00
Int. Semi-Annually Mar/Sep 15, Callable $100 00 on 03/15/17; Yield to Maturity 5.793%; S&P BBB-; Issued 03/26/15; Asset Class: FI & Pref						
TALISMAN ENERGY	1/28/13	50 000 000	107 340	96 910	53,669 75	
Coupon Rate 3 750%, Matures 02/01/2021, CUSIP 87425EAM5			103 940		51,970.10	48,455.00
Int. Semi-Annually Feb/Aug 01; Callable $100.00 on 11/01/20; Yield to Maturity 4.588%; Moody BAA3 S&P BBB-; Issued 11/12/10; Asset Class· FI & Pref						
ANHEUSER-BUSCH INBEV SA	1/25/13	5,000 000	115.550	106.510	5,777 50	
Coupon Rate 4.375%; Matures 02/15/2021, CUSIP 03523TBB3			108 306		5,415 31	5,325.50
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 2.695%; Moody A3 S&P A-; Issued 01/27/11; Asset Class: FI & Pref						
GENWORTH FINANCIAL INC	7/25/12	30,000 000	100 218	91 291	30,065 25	
Coupon Rate 7 200%, Matures 02/15/2021. CUSIP 37247DAN6			100 121		30,036 31	27,387.30
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 9.815%, Moody BA3 (-) S&P B (*); Issued 11/22/10, Asset Class· FI & Pref						
MORGAN STANLEY	12/17/12	75,000 000	100 000	99 610	75,000 00	
Coupon Rate 3.250%; Matures 12/20/2021; CUSIP 61760LBT1			100.000		75,000.00	74,707.50
Int. Semi-Annually Jun/Dec 20; Yield to Maturity 3.336%; Moody A3 S&P BBB+; Issued 12/20/12; Asset Class· FI & Pref						
TORONTO-DOMINION BANK	12/23/14	60,000.000	100.000	99 103	60,000.00	
Coupon Rate 2 000%; Matures 12/30/2021, CUSIP 89114QSC3			100 000		60,000 00	59,461.80
Interest Paid Quarterly Mar 30; Callable $100.00 on 03/30/17; Stepped: Moody AA1 S&P AA-; Issued 12/30/14; Asset Class: FI & Pref						
BARCLAYS BANK PLC	7/23/12	100,000 000	100 000	97.177	100,000 00	
Coupon Rate 3.100%; Matures 07/26/2022; CUSIP 06741RCY5			100 000		100,000 00	97,177.00
Int. Semi-Annually Jan/Jul 26, Yield to Maturity 3.665%; Moody A1 S&P A-; Issued 07/26/12; Asset Class: FI & Pref						

Security Mark at Right

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT G: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
NATIONAL RURAL UTIL COOP	9/8/14	40,000 000	100 000	98 535	40,000 00	
Coupon Rate 2 750%, Matures 09/15/2022, CUSIP 63743FUK0			100 000		40,000 00	39,414.00
Interest Paid Monthly Oct 15, Yield to Maturity 3.031%; Moody A2 S&P A; Issued 09/11/14; Asset Class· FI & Pref						
CANADIAN PACIFIC LTD	8/7/12	50,000 000	111.155	107 231	55,577.25	
Coupon Rate 4 450%, Matures 03/15/2023, CUSIP 13645RAK0			106 976		53,488 03	53,615.50
Int. Semi-Annually Mar/Sep 15; Callable $100.00 on 12/15/22; Yield to Call 3.110%; Moody BAA1 S&P BBB+; Issued 09/23/10; Asset Class: FI & Pref						
GENERAL ELEC CAP CORP	5/24/10	100,000 000	100 000	110 672	100,000 00	
Coupon Rate 5.100%, Matures 05/15/2023, CUSIP 36966R6U5			100 000		100,000 00	110,672.00
Int. Semi-Annually May/Nov 15; Yield to Maturity 3.233%; Moody A1 S&P AA-, Issued 05/27/10, Asset Class: FI & Pref						
GOLDMAN SACHS GROUP INC	10/31/12	125,000 000	100 000	98 032	125,000.00	
Coupon Rate 3 500%, Matures 11/15/2023, CUSIP 38141EH77			100 000		125,000.00	122,540.00
Interest Paid Monthly Dec 15; Yield to Maturity 3 828%; Moody A3 S&P BBB+; Issued 11/05/12; Asset Class. FI & Pref						
HSBC USA, INC.	7/20/12	50 000 000	100 000	93 161	50,000.00	
Coupon Rate 3 200%; Matures 07/25/2024, CUSIP 4042K1Y98			100 000		50,000.00	46,580.50
Interest Paid Monthly Aug 25, Yield to Maturity 4 267%, S&P A; Issued 07/25/12; Asset Class: FI & Pref						
GENERAL ELECTRIC CAPITAL CORP	8/20/12	75,000 000	100 000	96 578	75,000.00	
Coupon Rate 3 000%, Matures 08/15/2024, CUSIP 36966TGF3			100 000		75,000.00	72,433.50
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 3 515%; Moody A1 S&P AA-; Issued 08/23/12, Asset Class. FI & Pref						
DOW CHEMICAL COMPANY	9/15/14	75,000 000	100.000	98,699	75,000.00	
Coupon Rate 3 550%, Matures 09/15/2024; CUSIP 26054LYL1			100.000		75,000 00	74,024.25
Int Semi-Annually Mar/Sep 15; Callable $100 00 on 03/15/17; Yield to Maturity 3 745%; Moody BAA2 S&P BBB (*); Issued 09/18/14; Asset Class FI & Pref						
GOLDMAN SACHS GROUP INC	9/14/12	50,000 000	100 000	100 948	50,000.00	
Coupon Rate 4 050%, Matures 09/15/2024, CUSIP 38141EH36			100.000		50,000 00	50,474.00
Interest Paid Monthly Oct 15; Yield to Maturity 3.906%; Moody A3 S&P BBB+; Issued 09/19/12; Asset Class: FI & Pref						
MORGAN STANLEY	10/29/12	75,000 000	100 000	98 693	75 000.00	
Coupon Rate 4 000%, Matures 11/01/2024, CUSIP 61760LAW5			100 000		75,000.00	74,019.75
Int. Semi-Annually May/Nov 01; Yield to Maturity 4.197%; Moody A3 S&P BBB+; Issued 11/01/12; Asset Class: FI & Pref						
GENERAL ELECTRIC CAPITAL CORP	8/13/12	50,000 000	100 000	96 791	50,000.00	
Coupon Rate 3 000%, Matures 08/15/2025, CUSIP 36966TGC0			100 000		50,000 00	48,395.50
Int. Semi-Annually Feb/Aug 15, Yield to Maturity 3.433%, Moody A1 S&P AA-; Issued 08/16/12, Asset Class. FI & Pref						
RBC STEP-UP CALLABLE NOTES	10/27/15	75,000 000	100 000	95 913	75,000.00	
Coupon Rate 2 400%, Matures 10/30/2025, CUSIP 78012KFM4			100.000		75,000.00	71,934.75
Int. Semi-Annually Apr/Oct 30; Callable $100 00 on 10/30/20; Floater; Stepped; Moody AA3 S&P AA-; Issued 10/30/15; Asset Class. FI & Pref						
NATIONAL RURAL UTILITIES	8/13/12	50,000 000	100 000	95 272	50,000.00	
Coupon Rate 3 000%, Matures 08/15/2026, CUSIP 63743FQK5			100 000		50,000.00	47,636.00
Interest Paid Monthly Sep 15, Yield to Maturity 3.585%, Moody A2 S&P A; Issued 08/16/12; Asset Class. FI & Pref						

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THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT G: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
CATERPILLAR FINANCIAL SERVICES CORPORATION	9/15/14	50,000 000	100 000	94 102	50,000.00	
Coupon Rate 3 100%, Matures 09/15/2026, CUSIP 14912HRL6			100.000		50,000 00	**47,051.00**
Int. Semi-Annually Mar/Sep 15; Yield to Maturity 3.833%, Moody A3 S&P A; Issued 09/18/14, Asset Class: FI & Pref						
DUKE ENERGY	12/17/12	75,000 000	100.000	95 093	75,000 00	
Coupon Rate 3.100%, Matures 12/15/2026; CUSIP 26442KAC0			100 000		75.000 00	**71,319.75**
Int. Semi-Annually Jun/Dec 15; Yield to Maturity 3.694%; Moody BAA1 S&P BBB+; Issued 12/20/12; Asset Class. FI & Pref						
JPMORGAN CHASE & CO.	5/9/12	100,000 000	100 000	98.438	100,000.00	
Coupon Rate 3.500%, Matures 05/14/2027, CUSIP 48125VUM0			100 000		100,000.00	**98,438.00**
Int. Semi-Annually May/Nov 14; Callable $100.00 on 05/14/17, Stepped; Moody A3 S&P A-; Issued 05/14/12; Asset Class: Struct Inv						
GEORGIA PACIFIC GROUP BOND	4/21/14	20,000 000	130 575	128.106	26,115 05	
Coupon Rate 7 250%, Matures 06/01/2028, CUSIP 373298BP2			126.068		25,213 55	**25,621.20**
Int. Semi-Annually Jun/Dec 01; Yield to Maturity 4.136%; Moody BAA1 S&P A+; Issued 06/02/98; Asset Class· FI & Pref						
JPMORGAN CHASE & CO	1/27/14	50.000 000	100.000	100.176	50,000 00	
Coupon Rate 4 000%; Matures 01/30/2029; CUSIP 48126NTS6			100 000		50,000 00	**50,088.00**
Int. Semi-Annually Jan/Jul 30; Callable $100.00 on 01/30/21; Stepped; Moody A3 S&P A-; Issued 01/30/14; Asset Class: FI & Pref						
MORGAN STANLEY	5/5/14	100.000.000	100 000	95 086	100,000 00	
Coupon Rate 4 150%, Matures 05/08/2029, CUSIP 61760LFX8			100.000		100,000 00	**95,086.00**
Int. Semi-Annually May/Nov 08, Yield to Maturity 4.678%; Moody A3 S&P BBB+; Issued 05/08/14; Asset Class: FI & Pref						
GENERAL ELECTRIC CAPITAL CORPORATION	8/19/13	40,000.000	100.000	101 867	40.000.00	
Coupon Rate 4 000%; Matures 08/15/2029; CUSIP 36966TJM5			100.000		40,000 00	**40,746.80**
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 3.812%; Moody A1 S&P AA-; Issued 08/22/13; Asset Class: FI & Pref						
CITIGROUP INC	9/16/14	60.000 000	100 000	95 037	60.000 00	
Coupon Rate 3.500%, Matures 09/19/2029, CUSIP 1730T0X20			100 000		60.000 00	**57,022.20**
Interest Paid Quarterly Dec 19; Callable $100.00 on 03/19/17; Stepped; Moody BAA1 S&P BBB+; Issued 09/19/14; Asset Class: FI & Pref						
BANK OF AMERICA CORP	4/28/15	100,000 000	100 000	95 529	100,000 00	
Coupon Rate 3 000%, Matures 04/30/2030, CUSIP 06048WQR4			100 000		100.000.00	**95,529.00**
Int. Semi-Annually Apr/Oct 30, Callable $100.00 on 04/30/17; Stepped; Moody BAA1 S&P BBB+; Issued 04/30/15; Asset Class· FI & Pref						
JPMORGAN CHASE & CO.	10/27/15	100,000 000	100.000	94.120	100,000.00	
Coupon Rate 3 125%; Matures 10/30/2030, CUSIP 48125UZ21			100 000		100,000 00	**94,120.00**
Int. Semi-Annually Apr/Oct 30; Callable $100.00 on 10/30/22; Stepped; Moody A3 S&P A-; Issued 10/30/15; Asset Class: FI & Pref						
SOUTHERN NATURAL GAS	10/23/15	25,000.000	110 978	115.484	27,744.50	
Coupon Rate 7 350%, Matures 02/15/2031, CUSIP 843452AY9			110 443		27,610 86	**28,871.00**
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 5.735%; Moody BAA2 S&P BBB+; Issued 02/13/01; Asset Class: FI & Pref						
AMERADA HESS CORP	10/23/15	33,000.000	119.281	116 472	39,362 57	
Coupon Rate 7 300%, Matures 08/15/2031; CUSIP 023551AJ3			118.330		39,048 76	**38,435.76**
Int Semi-Annually Feb/Aug 15; Yield to Maturity 5.631%; Moody BA1 S&P BBB-; Issued 08/15/01; Asset Class FI & Pref						

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT G: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value
GOLDMAN SACHS GROUP INC	10/31/12	125,000 000	100 000	99 291	125,000 00	
Coupon Rate 4 400%, Matures 11/15/2032, CUSIP 38141EH85			100 000		125,000 00	124,113.75
Interest Paid Monthly Dec 15; Yield to Maturity 4.462%, Moody A3 S&P BBB+; Issued 11/05/12; Asset Class: FI & Pref						
CORPORATE BONDS		2,738,000.000			$2,763,311.87	
					$2,757,782.92	$2,715,444.56

FIXED-RATE CAPITAL SECURITIES

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value
GENERAL ELEC CAP CORP 4.875-A (GEH)	1/24/13	4,000 000	$25 381	$24.550	$101,525 25	
Coupon Rate 4 875%, Matures 01/29/2053			$25 368		$101.470 45	$98,200 00
Interest Paid Quarterly Jul 29, Callable $25.00 on 01/29/18, Moody A1 S&P AA-; Asset Class· FI & Pref						

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MUTUAL FUNDS

"Total Purchases vs. Market Value" is provided to assist you in comparing your "Total Purchases, ' excluding reinvested distributions, with the current value of the

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account It may not reflect all distributions received in cas prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/ (Decrease)' reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributio purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes.

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
FEDERATED KAUFMANN SMALL CAP A (FKASX)	1/12/05	932 535	$19 780	$24 930	$18.445 54	$23.248 09
	11/8/05	2.338 000	21 390	24.930	50.009 82	58.286 34
	11/15/05	66 806	21 300	24 930	1,422 97	1.665 47
	11/15/05	69 316	21 300	24 930	1,476 44	1.728.04
	8/11/06	1.526 000	21 620	24 930	32.992.12	38,043 18
	11/15/06	447 154	23 710	24 930	10 602 02	11 147 54

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT G: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	11/15/06	80 263	23 710	24 930	1,903 04	2 000 95
	11/15/07	73 330	25 820	24 930	1,893 37	1 828 11
	11/15/07	180.356	25 820	24 930	4,656.79	4,496 27
	1/6/10	3,900 536	20 510	24 930	80,000 00	97,240 36
	12/6/11	735.306	21.730	24 930	15,978.19	18,331 17
	12/5/12	679 753	22 870	24.930	15,545 94	16,946.24
	12/5/12	51 671	22 870	24 930	1,181 72	1,288 15
	12/27/13	1,578.695	27 910	24 930	44,061.38	39,356 86
	12/27/13	387 787	27 910	24 930	10,823 14	9,667 52
	12/29/14	1,709.099	24 560	24.930	41,975 46	42,607 83
	12/29/14	1,086 289	24 560	24 930	26,679 27	27,081 18
	12/3/15	1,292 780	24 100	24.930	31,156 00	32,229 00
	12/3/15	42 226	24 100	24.930	1,017 65	1,052 69
	Purchases	17,177 902			391,820 86	**428,244.99**
Short Term Reinvestments		130 534			3,272.48	3,254 21
	Total	17,308 436			395,093.34	**431,499.31**
Total Purchases vs Market Value					391,820 86	431,499.31
Net Value Increase/(Decrease)						39,678.45
Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: Equities						
FIDELITY ADV NEW INSIGHTS T (FNITX)	11/16/07	3,761.473	21 690	25 730	81,587 78	96,782 69
	12/31/07	248.479	21 710	25 730	5,394 48	6,393 36
	2/19/08	83 987	19 280	25 730	1,619 26	2,160 98
	2/8/10	26 393	16.100	25 730	424 93	679 09
	12/31/10	2 154	19 763	25 730	42 57	55 42
	2/14/11	24 010	20 690	25 730	496 76	617 77
	12/14/12	12.457	22 189	25 730	276 41	320 51
	12/13/13	822 028	24 890	25 730	20,460 28	21,150 78
	2/14/14	18.533	26 340	25 730	488.15	476 85
	12/12/14	379.361	25 580	25.730	9,704 06	9,760 95
	2/13/15	31 413	26 370	25 730	828.35	808 25
	Purchases	5,410 288			121,323 03	**139,206.65**
Long Term Reinvestments		210.818			5,302 08	5,424 34
Short Term Reinvestments		286 713			7,272.62	7,377 12
	Total	5,907 819			133,897.73	**152,008.18**

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2016

ATTACHMENT G: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
Total Purchases vs Market Value					121,323 03	152.008 18
Net Value Increase/(Decrease)						30.685.15
Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class- Equities						
MFS CORPORATE BOND C (MFBCX)	1/27/12	7,320 644	13.661	13 710	100,005 25	100,366 03
	11/29/13	16.754	13.720	13 710	229 87	229 70
	11/29/13	2 316	13 718	13 710	31 77	31 75
	Purchases	7,339 714			100,266 89	**100,627.48**
Long Term Reinvestments		19 502			262 69	267 37
Short Term Reinvestments		183 122			2.538 86	2.510 60
	Total	7.542 338			103.068 44	**103,405.45**
Total Purchases vs Market Value					100.266.89	103,405 45
Net Value Increase/(Decrease)						3,138 56
Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest, Asset Class: FI & Pref						
THIRD AVE FOCUSED CREDIT INST (TFCIX)	10/17/13	4.610 204	10 277	4 060	47.378 90	18,717 43
	12/9/14	26 580	9 363	4 060	248 86	107 91
	Purchases	4.636 784			47,627.76	**18,825.34**
Long Term Reinvestments		141 332			856 50	573 81
	Total	4,778 116			48 484 26	**19,399.15**
Total Purchases vs Market Value					47,627 76	19.399.15
Cumulative Cash Distributions						6.894 44
Net Value Increase/(Decrease)						(21.334 17)
Dividend Cash, Capital Gains Cash, Asset Class- FI & Pref						

	Percentage of Holdings	Total Cost	Market Value
MUTUAL FUNDS	11.42%	**$680,543 77**	**$706,312 09**

	Percentage of Holdings	Total Cost	Market Value
TOTAL		$5,851,161.81	$6,052,642.72

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ATTACHMENT H: EXPENDITURE RESPONSIBILITY REPORT - THE BRADLEY ZANKEL FOUNDATION, INC.

EXPENDITURE RESPONSIBILITY REPORT

This final report is issued pursuant to and in accordance with Section 4945(h)(3) of the Internal Revenue Code of 1986, as amended, and Treasury Regulation Section 53.4945-5(d).

Grantor:	The Androcles Foundation, Inc.
Grantee:	The Bradley Zankel Foundation, Inc. c/o Lamb & Barnosky, LLP 534 Broadhollow Road, Box 9034 Melville, NY 11747
Date of Grant:	December 24, 2016
Amount of Grant:	$85,000
Purpose of Grant:	To help fund research projects which seek to identify the causes of, and/or develop cures for, brain cancer, or in any other manner consistent with the mission of the Androcles Foundation.
Total Amount Expended by Grantee:	$85,000

All amounts were expended in accordance with the above purpose of the grant as shown on the following page, and were expended during the 2017 calendar year.

The Bradley Zankel Foundation is a not-for-profit organization, and operates as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

www.bradleyzankelfoundation.org.

ATTACHMENT H: EXPENDITURE RESPONSIBILITY REPORT - THE BRADLEY ZANKEL FOUNDATION, INC.

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2016

ATTACHMENT I: EXPENDITURE RESPONSIBILITY REPORT - THE SCRIPPS HOWARD FOUNDATION
FORM 990-PF, PART VII-B, LINE 5c

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

NAME AND ADDRESS OF GRANTEE:	THE SCRIPPS HOWARD FOUNDATION P.O. BOX 634568 CINCINNATI, OH 45263-4568
AMOUNT OF GRANT:	$ 115,000.00
DATE OF GRANT:	DECEMBER 15, 2016
PURPOSE OF GRANT:	PURPOSE OF THIS GRANT IS TO SUPPORT: - THE DIGITIZATION OF THE ROY W. HOWARD ARCHIVES AT INDIANA UNIVERSITY - THE CREATION OF A WEBSITE ABOUT ROY W. HOWARD TO BE INCLUDED AS A LINK TO INDIANA UNIVERSITY'S WEBSITE
TO THE GRANTOR'S KNOWLEDGE, GRANTEE HAS DIVERTED A PORTION OF FUNDS FROM THE PURPOSE OF THE GRANT: (YES, NO)	NO, TO THE KNOWLEDGE OF THE GRANTOR NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY.
DATES OF REPORT RECEIVED FROM GRANTEE:	A REPORT IS EXPECTED TO BE RECEIVED BY OR BEFORE 12/31/2017.
DATES AND RESULTS OF ANY VERIFICATION OF THE GRANTEE'S REPORTS:	A PROGRESS REPORT IS EXPECTED TO BE RECEIVED FROM THE GRANTEE BY OR BEFORE DECEMBER 31, 2017.

ATTACHMENT J: EXPENDITURE RESPONSIBILITY REPORT - THE SPANISH MUSTANG FOUNDATION

EXPENDITURE RESPONSIBILITY REPORT

This final report is issued pursuant to and in accordance with Section 4945 (h)(3) of the Internal Revenue Code of 1986, as amended, and Treasury Regulation Section 53.4945-5(d).

Grantor: The Androcles Foundation, Inc.

Grantee: The Spanish Mustang Foundation
7 Avenida Vista Grande B7-106
Santa Fe, NM 87508-9207

Date of Grant: December 15, 2016

Amount of Grant: $30,000

Purpose of Grant: To educate the public about the Spanish Mustang and the need to protect and perpetuate the breed.

Total Amount Expended by Grantee: $30,000

The following amounts was expended in accordance with the above purpose of the grant and were expended during the 2017 calendar year:

$30,000 - Hay for Spanish Mustang horses in Colorado, Vermont, Wisconsin, New Mexico, South Dakota and Wyoming. Feeding approximately 250 to 300 horses.

Sincerely,

Dated: October 11, 2017

THE SPANISH MUSTANG FOUNDATION

By: Donna Mitchell
Donna Mitchell, Secretary

ATTACHMENT J: EXPENDITURE RESPONSIBILITY REPORT - THE SPANISH MUSTANG FOUNDATION

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2016

Name of estate or trust: THE ANDROCLES FOUNDATION, INC.
C/O LAMB & BARNOSKY LLP

Employer identification number: 20-1514742

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked . . .	120,527.	120,078.		449.
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked . . .	4,794,861.	5,448,969.		-654,108.
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked . . .				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . .	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . .	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2015 Capital Loss Carryover Worksheet . . .	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . ▶	7	-653,659.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked . . .				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked . . .	3,112,679.	2,371,207.		741,472.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked . . .	25,410.			25,410.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . .	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . .	12	
13 Capital gain distributions . . .	13	
14 Gain from Form 4797, Part I . . .	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2015 Capital Loss Carryover Worksheet . . .	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . ▶	16	766,882.

Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss).**	17			-653,659.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			766,882.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			113,223.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* **don't** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) **or b** $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	
27	Subtract line 26 from line 21. If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,550	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30	
31	Enter the **smaller** of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $12,400	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33 If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% (0 15) ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38. If zero or less, enter -0-	40	
41	Multiply line 40 by 20% (0 20) ▶	41	
42	Figure the tax on the amount on line 27 Use the 2016 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21 Use the 2016 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	