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 , and ending

Name of foundation
LOUIS AND BESSIE STEIN FOUNDATION
RUTH NATHANSON, TRUSTEE

A Employer identification number
23-6395253

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
THE FAIRMONT 41 CONSHOHOCKEN STATE RD | 308

B Telephone number
561-756-8318

City or town, state or province, country, and ZIP or foreign postal code
BALA CYNWYD, PA 19004

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) ▶$ 11,694,437.

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 ▶ ☐

SCANNED MAY 2 4 2017

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2.	2.		STATEMENT 1
	4 Dividends and interest from securities	327,955.	327,955.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<387,518.>			
	b Gross sales price for all assets on line 6a 9,264,953.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11 Other income				
	12 Total. Add lines 1 through 11	<59,561.>	327,957.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	427.	0.		427.
	b Accounting fees STMT 4	7,377.	3,688.		3,689.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	6,461.	4,436.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	199.	0.		199.
	22 Printing and publications				
	23 Other expenses STMT 6	2,153.	1,077.		1,076.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,617.	9,201.		5,391.
	25 Contributions, gifts, grants paid	648,695.			648,695.
	26 Total expenses and disbursements Add lines 24 and 25	665,312.	9,201.		654,086.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<724,873.>			
	b Net investment income (if negative, enter -0-)		318,756.		
	c Adjusted net income (if negative, enter -0-)			N/A	

23 Received in Batching Ogden MAY 1 6 2017

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

		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	21,484.	15,841.	15,841.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 7	166,213.	136,165.	113,873.
	b Investments - corporate stock STMT 8	1,052,237.	1,560,002.	1,621,023.
	c Investments - corporate bonds STMT 9	7,183,041.	3,937,781.	3,917,936.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	3,477,584.	5,690,247.	6,025,764.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,900,559.	11,340,036.	11,694,437.
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			
	22 Other liabilities (describe ▶ AMERICAN EXPRESS)	0.	164,350.	
	23 **Total liabilities** (add lines 17 through 22)	0.	164,350.	
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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	11,900,559.	11,175,686.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	11,900,559.	11,175,686.	
	31 **Total liabilities and net assets/fund balances**	11,900,559.	11,340,036.	

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	11,900,559.
2 Enter amount from Part I, line 27a	2	<724,873.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,175,686.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,175,686.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FIDELITY #576995 PUBLICLY TRADED SECURITIES			
b	FIDELITY #576995 PUBLICLY TRADED SECURITIES			
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	4,758,182.		4,878,259.	<120,077.>
b	4,506,771.		4,774,212.	<267,441.>
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				<120,077.>
b				<267,441.>
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	<387,518.>
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	629,498.	11,989,822.	.052503
2014	730,645.	12,636,056.	.057822
2013	649,591.	12,782,828.	.050817
2012	682,633.	12,714,737.	.053688
2011	578,436.	12,797,511.	.045199

2	**Total** of line 1, column (d)	2	.260029
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	.052006
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,594,416.
5	Multiply line 4 by line 3	5	602,979.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,188.
7	Add lines 5 and 6	7	606,167.
8	Enter qualifying distributions from Part XII, line 4	8	654,086.

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 ▶ ☒ and enter 1% of Part I, line 27b			1	3,188.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,188.
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	3,188.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,065.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	5,065.
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	1,877.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶		1,877. **Refunded** ▶	11	0.

Part VII-A **Statements Regarding Activities**

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	4b		
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) ▶ PA			
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 ▶ RUTH NATHANSON Telephone no. ▶ 561-620-1979
Located at ▶ 4201 N. OCEAN BOULEVARD, BOCA RATON, FL ZIP+4 ▶ 33431-5304

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 N/A

			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)? N/A	1b		
	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.) N/A	2b		
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
RUTH LEVENTHAL NATHANSON 4201 N. OCEAN BLVD. #1606C BOCA RATON, FL 33431	PRES/TREAS 10.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

623561 11-23-16

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	11,359,362.
b	Average of monthly cash balances	1b	411,619.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,770,981.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,770,981.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	176,565.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,594,416.
6	**Minimum investment return** Enter 5% of line 5	6	579,721.

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	579,721.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,188.		
b	Income tax for 2016. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,188.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	576,533.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	576,533.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	576,533.

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	654,086.
b	Program-related investments - total from Part IX-B	1b	0.
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	654,086.
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	5	3,188.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	650,898.

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				576,533.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			336,282.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2016.				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 654,086.				
a Applied to 2015, but not more than line 2a			336,282.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				317,804.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				258,729.
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

1 a 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	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a 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).)

NONE

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

NONE

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

Check here ▶ [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				
AMERICAN TECHNION SOCIETY 55 EAST 59TH STREET NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL SUPPORT	200,180.
ANTI-DEFAMATION LEAGUE 1617 JOHN F KENNEDY BLVD PHILADELPHIA, PA 19103	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
AMERICAN SOCIETY FOR YAD 500 FIFTH AVENUE, 42TH FLOOR NEW YORK, NY 10110	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
BOCA RATON MUSEUM OF ART 501 PLAZA REAL BOCA RATON, FL 33432	N/A	PUBLIC CHARITY	GENERAL SUPPORT	90.
B'NAI TORAH CONGREGATION 6261 SW 18TH STREET BOCA RATON, FL 33433	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,004.
Total SEE CONTINUATION SHEET(S)			▶ 3a	648,695.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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			14	2.	
4 Dividends and interest from securities			14	327,955.	
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	<387,518.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		<59,561.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <59,561.>

(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).

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	

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
N/A		

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

Ruth Nathanson | 5-5-17 | PRES/TREAS

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MICHAEL S. KEHOE, CPA	MICHAEL S. KEHOE,	05/03/17		P00096004

Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP — Firm's EIN ▶ 39-0859910

Firm's address ▶ 1650 MARKET STREET, SUITE 4500
PHILADELPHIA, PA 19103-7341 — Phone no. 215.972.0701

623622 11-23-16

LOUIS AND BESSIE STEIN FOUNDATION
RUTH NATHANSON, TRUSTEE 23-6395253

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BRITHRIGHT ISRAEL 33 EAST 33RD STREET 7TH FLOOR NEW YORK, NY 10016	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
BRYN MAWR FILM FESTIVAL 824 W. LANCASTER AVENUE BRYN MAWR, PA 19010	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75.
CANCER SUPPORT COMMUNITY 4100 CHAMOUNIX DRIVE PHILADELPHIA, PA 19133	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
CARON TREATMENT CENTER 243 N GALEN HALL ROAD WERNERSVILLE, PA 19565	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
DREXEL UNIVERSITY 3141 CHESTNUT STREET PHILADELPHIA, PA 19104	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CARON FOUNDATION 450 PLYMOUTH RD, SUITE 301 PLYMOUTH MEETING, PA 19462	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
CHILDREN'S HOSPITAL OF PHILADELPHIA 3401 CIVIC CENTER BLVD PHILADELPHIA, PA 19104	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
FRIENDS OF YAD SARAH 450 PARK AVENUE, 7TH FLOOR NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
HADASSAH 1518 WALNUT STREET, SUITE 555 PHILADELPHIA, PA 19102	N/A	PUBLIC CHARITY	GENERAL SUPPORT	101,100.
HAR ZION TEMPLE 1500 HAGYS FORD ROAD PENN VALLEY, PA 19072	N/A	PUBLIC CHARITY	GENERAL SUPPORT	4,903.
Total from continuation sheets				447,221.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HILLEL OF GREATER PHILADELPHIA 215 S 39TH STREET PHILADELPHIA, PA 19104	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
ISRAEL SPECIAL KIDS 505 EIGHTH AVE NEW YORK, NY 10018	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500.
ISREAL GUIDE DOGS 968 EASTON RD. - SUITE H WARRINGTON, PA 18976	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
JEWISH FAMILY & CHILDREN 2100 ARCH STREET, 5TH FLOOR PHILADELPHIA, PA 19103	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
JEWISH FEDERATION 1501 NORTH BROAD ST. PHILADELPHIA, PA 19122	N/A	PUBLIC CHARITY	GENERAL SUPPORT	867.
JEWISH FEDERATION OF SOUTH PALM BEACH 9901 DONNA KLEIN BLVD BOCA RATON, FL 33428	N/A	PUBLIC CHARITY	GENERAL SUPPORT	23,478.
LOWER MERION POLICE PENSION ASSOCIATION 71 E LANCASTER AVENUE ARDMORE, PA 19003	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50.
MASORTI FOUNDATION 475 RIVERSIDE DRIVE, SUITE 832 NEW YORK, NY 10115	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
MAZON 10495 SANTA MONICA BLVD STE 100 LOS ANGELES, CA 90025	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
MERCAZ 136 EAST 39TH STREET, 4TH FLOOR NEW YORK, NY 10016	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIONAL YIDDISH BOOK 1021 WEST STREET AMHERST, MA 01002	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
METROPOLITAN OPERA 30 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250.
PHILADELPHIA RONALD MCDONALD HOUSE 3925 CHESTNUT ST PHILADELPHIA, PA 19104	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,500.
PHILADELPHIA SPORTS HALL OF FAME 2701 GRANT AVENUE PHILADELPHIA, PA 19114	N/A	PUBLIC CHARITY	GENERAL SUPPORT	272.
SIMON LEVENTHAL CENTER 9786 WEST PICO BOULEVARD LOS ANGELES, CA 90035	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
SOCIETY HILL SYNAGOGUE 418 SPRUCE STREET PHILADELPHIA, PA 19106	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,756.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE. MONTGOMERY, AL 36104	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
UNIVERSITY OF PENNSYLVANIA 3400 SPRUCE STREET PHILADELPHIA, PA 19104	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
WHYY 150 N. 6TH STREET PHILADELPHIA, PA 19106	N/A	PUBLIC CHARITY	GENERAL SUPPORT	120.
WORLD JEWISH CONGRESS 501 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL SUPPORT	200.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EAGLES YOUTH PARTNERSHIP ONE NOVACARE WAY PHILADELPHIA, PA 19145	N/A	PUBLIC CHARITY	GENERAL SUPPORT	3,500.
FRIENDS OF ALYN HOSPITAL 122 E 42ND ST #1519 NEW YORK, NY 10017	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500.
FRIENDS OF ISRAEL DISABLED VETERANS 1133 BROADWAY SUITE 232 NEW YORK, NY 10010	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
INTERFAITH FAMILY 2100 ARCH STREET, 7TH FLOOR PHILADELPHIA, PA 19103	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
MACCABI USA 1511 WALNUT ST #401 PHILADELPHIA, PA 19102	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
UNION FIRE ASSOCIATION 149 MONTGOMERY AVE BALA CYNWYD, PA 19004	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY #576996 INTEREST	2.	2.	
TOTAL TO PART I, LINE 3	2.	2.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY #576995 INTEREST AND DIVIDEND	327,955.	0.	327,955.	327,955.	
TO PART I, LINE 4	327,955.	0.	327,955.	327,955.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CSC CORPORATE SERVICE FEE	427.	0.		427.
TO FM 990-PF, PG 1, LN 16A	427.	0.		427.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,377.	3,688.		3,689.
TO FORM 990-PF, PG 1, LN 16B	7,377.	3,688.		3,689.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE ESTIMATED TAX PAYMENT	2,025.	0.		0.
DELAWARE ANNUAL FEE	300.	300.		0.
NEW JERSEY ANNUAL FEE	25.	25.		0.
FOREIGN TAXES PAID	4,111.	4,111.		0.
TO FORM 990-PF, PG 1, LN 18	6,461.	4,436.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	1,963.	982.		981.
POSTAGE	52.	26.		26.
BANK CHARGES	138.	69.		69.
TO FORM 990-PF, PG 1, LN 23	2,153.	1,077.		1,076.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVT SECURITIES - DETAILS ATTACHED	X		136,165.	113,873.
TOTAL U.S. GOVERNMENT OBLIGATIONS			136,165.	113,873.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			136,165.	113,873.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PREFERRED STOCKS - DETAILS ATTACHED	1,560,002.	1,621,023.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,560,002.	1,621,023.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - DETAILS ATTACHED	3,937,781.	3,917,936.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,937,781.	3,917,936.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLOSED END MUTUAL FUNDS - DETAILS ATTACHED	COST	1,401.	1,781.
METLIFE - ANNUITY	COST	100,000.	149,360.
EXCHANG TRADED PRODUCTS (ETF) - DETAILS ATTACHED	COST	5,588,846.	5,874,623.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,690,247.	6,025,764.

OMNIA
FAMILY WEALTH

Account #
CORPORATION

Holdings

Core Account

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
CASH	205,649 770	$1.0000	$205,649 77	not applicable	not applicable	-	-
Total Core Account (2% of account holdings)			**$205,649.77**			-	

Mutual Funds

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
Bond Funds							
HARTFORD FLOATING RATE FUND CLASS A (HFLAX)	205 414	$8.6700	$1,780 93	$1,401 38 t	$379.55	$70.72	3 970%
Total Bond Funds (0% of account holdings)			$1,780 93	$1,401 38	$379 55	$70.72	
Total Mutual Funds (0% of account holdings)			**$1,780.93**	**$1,401.38**	**$379.55**	**$70.72**	

Exchange Traded Products

Includes exchange-traded funds (ETFs), exchange-traded notes (ETNs), and other exchange-traded vehicles.

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss
Equity ETPs					
VANGUARD FTSE DEVELOPED MARKET ETF (VEA)	39,800 000	$36.5400	$1,454,292.00	$1,415,150.85	$39,141.15
VANGUARD INTL EQUITY INDEX FUND INC FTSE EMERGING MARKETS ETF (VWO)	19,566 000	35 7800	700,071.48	647,124.46	52,947 02
VANGUARD INDEX FDS VANGUARD TOTAL STK MKT ETF (VTI)	23,780 000	115 3200	2,742,309.60	2,534,162.31 t	208,147.29
Total Equity ETPs(42% of account holdings)			4,896,673 08	4,596,437 62	300,235 46

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Holdings

Exchange Traded Products (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss
Fixed Income ETPs					
POWERSHARES EXCHANGE TRADED FD TR II SENIOR LN PORT NYSE ARCA INC (BKLN)	21,000 000	$23 3600	$490,560 00	$490,772 44	-$212 44
Total Fixed Income ETPs(4% of account holdings)			490,560 00	490,772 44	-212 44
Other ETPs					
INDEXIQ ETF TRUST IQ HEDGE MULTI-STRTG ETF (QAI)	17,000 000	$28 6700	$487,390 00	$501,636 01	-$14,246 01
Total Other ETPs(4% of account holdings)			487,390 00	501,636 01	-14,246.01
Total Exchange Traded Products (50% of account holdings)			**$5,874,623.08**	**$5,588,846.07**	**$285,777.01**

Stocks

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
Preferred Stock							
GOLDMAN SACHS GROUP INC DEPOSITARY SH 3 75000% PFD (GSPRA)	23,938 000	$22 0900	$528,790 42	$477,540.55t	$51,249.87	-	-
MORGAN STANLEY DEP 1.02224% PFD (MSPRA)	21,151 000	23 0000	486,473 00	436,244 35	50,228 65	-	-
WELLS FARGO & CO NEW DEP SHS REPSTG 5.85000% PFD (WFCPRQ)	24,000 000	25 2400	605,760 00	646,216 76	-40,456 76	-	-
Total Preferred Stock (14% of account holdings)	Stocks		$1,621,023 42	$1,560,001 66	$61,021 76	-	
Total Stocks (14% of account holdings)			**$1,621,023.42**	**$1,560,001.66**	**$61,021.76**	-	

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Holdings

Bonds

Description	Maturity	Quantity	Price Per Unit	Total Market Value *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Coupon Rate
Asset Backed Securities								
FEDL NATL MTG ASSN POOL #623758	02/01/17	35,000.000	$99 8520	$2 69 -	$130 82[t]	-$128.13	-	6.000%
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0.00007698 CUR FACE 2.69 CUSIP. 31389E5T8								
FEDL NATL MTG ASSN POOL #545765	05/01/17	30,000.000	99.8500	0.55 -	124 35[t]	-123.80	-	6.500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00001827 CUR FACE 0 55 CUSIP. 31385JJJ8								
FEDL NATL MTG ASSN POOL #555299	11/01/17	275,000 000	100 4240	16.05 -	1,705 93[t]	-1,689 88	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00005811 CUR FACE 15 98 CUSIP. 31385W3G2								
GOVT NATL MTG ASSN POOL #265606	03/15/19	1,365,000.000	101.5010	540 68 -	1,035 06[t]	-494 38	-	10.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00039024 CUR FACE 532 68 CUSIP· 362193AF1								
FEDL NATL MTG ASSN POOL #254389	05/01/22	125,000.000	107.0500	1,240 36 -	1,478 23[t]	-237.87	-	7.500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0.00926933 CUR FACE 1158.67 CUSIP 31371KRJ2								
GOVT NATL MTG ASSN II POOL #1842	06/20/22	400,000.000	101 0970	2,454 36 -	2,930 62[t]	-476 26	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00606932 CUR FACE 2427 73 CUSIP: 36202CBK8								
FEDL HOME LN MTG CRP SER 1392 CL D	10/15/22	60,000 000	109 3630	923 59 -	1,691 90[t]	-768 31	-	7 000
FIXED COUPON MONTHLY CUR FACTOR 0 01407525 CUR FACE 844 52 CUSIP 312912MV7								
FEDL HOME LN MTG CRP SER 1505 CL Q	05/15/23	120,000.000	110 7502	1,908 07 -	2,963 40[t]	-1,055.33	-	7.000
FIXED COUPON MONTHLY CUR FACTOR 0 01435719 CUR FACE 1722 86 CUSIP 312915ZZ7								
GOVT NATL MTG ASSN II POOL #1321	08/20/23	250,000 000	107 1320	572 34 -	726 41[t]	-154.07	-	7.500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00213694 CUR FACE 534 24 CUSIP 36202BPE9								
GOVT NATL MTG ASSN II POOL #001761	06/20/24	450,000 000	109.7410	687 37 -	1,118 57[t]	-431 20	-	8.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00139191 CUR FACE 626.36 CUSIP 36202B5W1								
FEDL NATL MTG ASSN POOL #626490	07/01/24	750,823 000	101.9180	15,508.36 -	20,447 08[t]	-4,938 72	-	9 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 02026644 CUR FACE 15216 51 CUSIP 31389H7B8								

Holdings

Bonds (continued)

Description	Maturity	Quantity	Price Per Unit	Total Market Value *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Coupon Rate
Asset Backed Securities (continued)								
GOVT NATL MTG ASSN POOL	08/15/25	525,000 000	109 6580	4,447 40	4,689 47 t	-242 07	-	7 500
#413416				-				
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00772515 CUR FACE 4055.70 CUSIP 36206KGZ8								
GOVT NATL MTG ASSN II POOL	08/20/25	354,000 000	110 4010	1,593 84	1,997 17 t	-403 33	-	7.000
#002054				-				
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00407818 CUR FACE 1443.68 CUSIP 36202CH71								
FEDL HOME LN MTG CRP POOL	09/01/25	80,000 000	102 3260	2,113 39	2,274 04 t	-160 65	-	7 000
#D63413				-				
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 02581682 CUR FACE 2065 35 CUSIP: 3128F2YJ8								
GOVT NATL MTG ASSN II POOL	12/20/25	200,000 000	114 9920	1,405.00	1,596.13 t	-191 13	-	7.000
#2136				-				
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00610908 CUR FACE 1221 82 CUSIP. 36202CLR2								
GOVT NATL MTG ASSN POOL	01/15/26	511,542.000	100 3540	931 86	1,324 90 t	-393 04	-	7.500
#408194				-				
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00181524 CUR FACE 928 57 CUSIP 36206DNK9								
GOVT NATL MTG ASSN POOL	05/15/26	380,000 000	112 6750	2,740 26	2,816 31 t	-76 05	-	7.500
#417426				-				
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0.00640000 CUR FACE 2432 00 CUSIP: 36206PVT4								
GOVT NATL MTG ASSN POOL	07/15/26	185,000 000	100 3520	650.59	1,040 82 t	-390 23	-	7 500
#426620				-				
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00350437 CUR FACE 648 31 CUSIP: 36207A4D1								
GOVT NATL MTG ASSN II POOL	07/20/26	85,000 000	108.0890	163 54	254 56 t	-91 02	-	7 000
#2247				-				
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0.00177999 CUR FACE 151.30 CUSIP: 36202CP80								
GOVT NATL MTG ASSN II POOL	07/20/26	460,000 000	116 7800	2,738 00	2,942 45 t	-204 45	-	7.500
#2248				-				
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00509691 CUR FACE 2344 58 CUSIP 36202CP98								
GOVT NATL MTG ASSN II POOL	12/20/26	50,000 000	109.6310	291 39	324 53 t	-33.14	-	7.000
#2340				-				
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00531586 CUR FACE 265 79 CUSIP 36202CS53								
GOVT NATL MTG ASSN II POOL	01/20/27	350,000 000	112 6180	2,219 76	2,506 66 t	-286 90	-	7 000
#2359				-				
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00563158 CUR FACE 1971 05 CUSIP: 36202CTQ6								

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Holdings

Bonds (continued)

Description	Maturity	Quantity	Price Per Unit	Total Market Value *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Coupon Rate
Asset Backed Securities (continued)								
GOVT NATL MTG ASSN POOL #438629	02/15/27	100,000 000	100 3920	901 15 -	967.23 t	-66.08	-	8.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00897632 CUR FACE 897.63 CUSIP 36207QHE0								
GOVT NATL MTG ASSN II POOL #002432	05/20/27	100,000.000	118 3340	614 73 -	637.80 t	-23 07	-	7 500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00519492 CUR FACE 519 49 CUSIP 36202CVZ3								
GOVT NATL MTG ASSN II POOL #2443	06/20/27	75,000 000	108 2320	333.76 -	407 72 t	-73.96	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00411159 CUR FACE 308 37 CUSIP 36202CWC3								
GOVT NATL MTG ASSN II POOL #002483	09/20/27	247,000 000	115 3000	1,709 71 -	1,903 88 t	-194.17	-	7.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0.00600340 CUR FACE 1482 84 CUSIP 36202CXL2								
GOVT NATL MTG ASSN II POOL #2496	10/20/27	257,000 000	116 3870	2,056.91 -	2,179 03 t	-122 12	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00687666 CUR FACE 1767.30 CUSIP 36202CXZ1								
FEDL NATL MTG ASSN POOL #417737	01/01/28	242,000 000	104 0180	2,497.53 -	2,815 40 t	-317 87	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0.00992172 CUR FACE 2401 06 CUSIP 31379FBE3								
GOVT NATL MTG ASSN POOL #410456	03/15/28	57,000 000	110 4650	5,360 26 -	5,309 57 t	50 69	-	7 500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 08513070 CUR FACE 4852 45 CUSIP 36206F5R9								
GOVT NATL MTG ASSN POOL #462630	04/15/28	55,000 000	109.7760	1,159 78 -	1,352 74 t	-192.96	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 01920916 CUR FACE 1056 50 CUSIP 36208V4P7								
GOVT NATL MTG ASSN II POOL #2604	06/20/28	178,000 000	117 4890	1,208 26 -	1,288 02 t	-79.76	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00577754 CUR FACE 1028 40 CUSIP 36202C3M3								
FEDL NATL MTG ASSN POOL #764655	09/01/28	65,000 000	109.4400	5,063 77 -	5,520 96 t	-457 19	-	8 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 07118438 CUR FACE 4626 98 CUSIP 31404CQG8								
GOVT NATL MTG ASSN POOL #469699	11/15/28	90,000 000	111 0790	874 29 -	885 79 t	-11 50	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00874545 CUR FACE 787 09 CUSIP 36209EX49								

OMNIA FAMILY WEALTH

Account #
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Holdings

Bonds (continued)

Description	Maturity	Quantity	Price Per Unit	Total Market Value Accrued Interest (AI)	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Coupon Rate
Asset Backed Securities (continued)								
FEDL NATL MTG ASSN POOL #252335	02/01/29	300,000 000	113 1020	3,958.19 -	4,129 59 t	-171.40	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 01166552 CUR FACE 3499 66 CUSIP. 31371HHL5								
GOVT NATL MTG ASSN POOL #781024	02/15/29	250,000 000	118 0480	2,099.53 -	2,352 79 t	-253 26	-	7 500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00711415 CUR FACE 1778.54 CUSIP: 36225BD54								
GOVT NATL MTG ASSN II POOL #2730	03/20/29	200,000.000	118 2270	2,195.66 -	2,275.19 t	-79 53	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0.00928580 CUR FACE 1857.16 CUSIP 36202DA76								
GOVT NATL MTG ASSN POOL #505731	07/15/29	75,000 000	109.5540	1,203 08 -	1,316 44 t	-113.36	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0.01464209 CUR FACE 1098 16 CUSIP. 36210XY43								
GOVT NATL MTG ASSN II POOL #2825	10/20/29	320,000.000	117 2850	1,312 07 -	1,148 41 t	163.66	-	7.500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00349595 CUR FACE 1118 70 CUSIP 36202DD65								
GOVT NATL MTG ASSN II POOL #2866	01/20/30	115,000 000	117 0320	620 20 -	690 30 t	-70.10	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00460818 CUR FACE 529 94 CUSIP 36202DFF3								
GOVT NATL MTG ASSN II POOL #2868	01/20/30	212,000 000	121 7980	819 94 -	840 43 t	-20 49	-	8 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00317548 CUR FACE 673 20 CUSIP 36202DFH9								
FEDL NATL MTG ASSN POOL #253221	02/01/30	1,200,000 000	100 8200	1,330 63 -	1,959 96 t	-629 33	-	8 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00109984 CUR FACE 1319 81 CUSIP· 31371JG65								
GOVT NATL MTG ASSN II POOL #2935	06/20/30	100,000.000	122 3040	420 27 -	414 70 t	5 57	-	8 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00343632 CUR FACE 343.63 CUSIP 36202DHL8								
FEDL HOME LN MTG CRP POOL #C01051	09/01/30	975,000 000	112.5750	2,312.70 -	2,637 91 t	-325 21	-	8 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00210704 CUR FACE 2054 36 CUSIP 31292HEY6								
FEDL HOME LN MTG CRP POOL #C01080	10/01/30	1,000,000 000	115 9930	4,434 56 -	5,059 17 t	-624 61	-	8 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00382313 CUR FACE 3823 13 CUSIP 31292HFV1								

MR_CE _BCLTGFBBCRMMM_BBBBB 20161230 P

Holdings

Bonds (continued)

Description	Maturity	Quantity	Price Per Unit	Total Market Value *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Coupon Rate
Asset Backed Securities (continued)								
FEDL HOME LN MTG CRP POOL #C01094	10/01/30	396,000 000	114.1140	1,906 95 -	1,986 06 t	-79 11	-	9.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00421992 CUR FACE 1671 09 CUSIP: 31292HGB4								
FEDL NATL MTG ASSN POOL #254283	11/01/30	150,000 000	105.6370	1,103.51 -	1,628 29 t	-524 78	-	8.500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00696410 CUR FACE 1044 62 CUSIP 31371KM81								
GOVT NATL MTG ASSN II POOL #2998	11/20/30	100,000 000	114 1270	449 31 -	535.82 t	-86.51	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00393685 CUR FACE 393.69 CUSIP· 36202DKK6								
FEDL NATL MTG ASSN POOL #579444	12/01/30	100,000.000	100 6560	1,083 14 -	1,426 97 t	-343.83	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 01076078 CUR FACE 1076.08 CUSIP 31387BWD1								
GOVT NATL MTG ASSN II POOL #3011	12/20/30	250,000.000	120 5080	1,257 09 -	1,307 28 t	-50 19	-	7 500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00417262 CUR FACE 1043.16 CUSIP 36202DKY6								
FEDL HOME LN MTG CRP POOL #C55996	01/01/31	250,000.000	110 0040	515 90 -	759.20 t	-243 30	-	7.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0.00187591 CUR FACE 468.98 CUSIP: 31298SUV4								
FEDL NATL MTG ASSN POOL #601688	01/01/31	822,821.000	100.7030	3,445.26 -	4,737 87 t	-1,292.61	-	8.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00415790 CUR FACE 3421 21 CUSIP 31388DND6								
GOVT NATL MTG ASSN POOL #424050	03/15/31	44,000 000	102 7850	132.06 -	175 78 t	-43 72	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0.00291999 CUR FACE 128.48 CUSIP 36206XBT9								
GOVT NATL MTG ASSN II POOL #3054	03/20/31	65,000 000	116 9850	409.85 -	420 12 t	-10 27	-	7.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00538984 CUR FACE 350.34 CUSIP 36202DMB4								
GOVT NATL MTG ASSN II POOL #3068	04/20/31	78,000 000	116 5960	626 73 -	693 04 t	-66.31	-	6.500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0.00689133 CUR FACE 537.52 CUSIP 36202DMR9								
GOVT NATL MTG ASSN II POOL #3081	05/20/31	25,000 000	118 7830	217 10 -	212 38 t	4 72	-	7.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00731061 CUR FACE 182 77 CUSIP 36202DM65								

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Holdings

Bonds (continued)

Description	Maturity	Quantity	Price Per Unit	Total Market Value / *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Coupon Rate
Asset Backed Securities (continued)								
FEDL HOME LN MTG CRP POOL #G01315	09/01/31	370,000 000	113 8870	1,515 21 / -	1,720.22[t]	-205.01	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00359581 CUR FACE 1330 45 CUSIP 31283HN84								
FEDL NATL MTG ASSN POOL #545195	09/01/31	27,983 000	116 5770	139.99 / -	154 61[t]	-14 62	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00429109 CUR FACE 120 08 CUSIP. 31385HUU4								
FEDL HOME LN MTG CRP POOL #G01317	10/01/31	604,000 000	112 0370	1,631 67 / -	2,096 23[t]	-464 56	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00241121 CUR FACE 1456 37 CUSIP 31283HPA7								
FEDL NATL MTG ASSN POOL #545395	11/01/31	500,000 000	123 0720	5,034 57 / -	5,459 03[t]	-424.46	-	8.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00818150 CUR FACE 4090 75 CUSIP 31385H3C4								
FEDL NATL MTG ASSN POOL #632553	02/01/32	123,000 000	113 1370	1,208 60 / -	1,369.51[t]	-160 91	-	6.500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00868506 CUR FACE 1068 26 CUSIP: 31389QWN4								
FEDL NATL MTG ASSN POOL #545490	03/01/32	350,000 000	109 1910	2,071 70 / -	2,844 72[t]	-773 02	-	7.500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00542090 CUR FACE 1897 32 CUSIP 31385H7B2								
FEDL NATL MTG ASSN POOL #630570	03/01/32	176,000 000	106 7730	1,408.10 / -	1,918 22[t]	-510 12	-	7.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00749304 CUR FACE 1318 78 CUSIP 31389NQX6								
FEDL HOME LN MTG CRP POOL #G01391	04/01/32	87,000 000	117 1000	576 64 / -	624 29[t]	-47 65	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00566012 CUR FACE 492.43 CUSIP 31283HRL1								
FEDL NATL MTG ASSN POOL #545551	04/01/32	175,000 000	124 2690	2,364 02 / -	2,596 69[t]	-232 67	-	8.000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 01087050 CUR FACE 1902 34 CUSIP 31385JBU1								
FEDL NATL MTG ASSN POOL #545556	04/01/32	43,858 000	115 7020	351 09 / -	410 37[t]	-59 28	-	7 000
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00691871 CUR FACE 303 44 CUSIP 31385JBZ0								
FEDL NATL MTG ASSN POOL #545819	08/01/32	104,000 000	114 5230	788 15 / -	875 92[t]	-87 77	-	6.500
FIXED COUPON ***UNRATED*** MONTHLY CUR FACTOR 0 00661732 CUR FACE 688 20 CUSIP 31385JK80								
Total Asset Backed Securities (1% of account holdings)				$113,873 07	$136,165 06	-$22,291 99	-	

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Holdings

Bonds (continued)

Description	Maturity	Quantity	Price Per Unit	Total Market Value *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Coupon Rate
Corporate Bonds								
DEERE JOHN CAP CORP MTNS BE	12/13/18	200,000 000	$100.5280	$201,056 00 *$195.00*	$202,271 87 B	-$1,215 87	$3,900.000	1.950%
FIXED COUPON MOODYS A2 S&P A SEMIANNUALLY CUSIP 24422ESF7								
INGERSOLL-RAND GLOBAL HLDG CO	01/15/19	425,000 000	101 7910	432,611.75 *5,634 20*	431,831.02 B	780 73	12,218.740	2.875
FIXED COUPON MOODYS Baa2 S&P BBB SEMIANNUALLY MAKE WHOLE CALL CUSIP: 45687AAL6								
GENERAL MLS INC NOTE CALL MAKE WHOLE	02/15/19	200,000 000	107 5140	215,028 00 *4,268.89*	216,639 86 B t	-1,611 86	11,300.000	5.650
FIXED COUPON MOODYS A3 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL CUSIP: 370334BH6								
PG&E CORP NOTE CALL MAKE WHOLE	03/01/19	175,000 000	100 3800	175,665 00 *1,400 00*	176,583.95 B t	-918 95	4,200.000	2 400
FIXED COUPON MOODYS Baa1 S&P BBB SEMIANNUALLY NEXT CALL DATE 02/01/2019 CONT CALL 02/01/2019 MAKE WHOLE CALL CUSIP. 69331CAF5								
BANK AMER CORP	04/01/19	200,000 000	101 0560	202,112.00 *1,325.00*	201,805.98 B	306.02	5,300.000	2.650
FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY CUSIP 06051GFD6								
EXPRESS SCRIPTS HLDG CO NOTE	06/15/19	100,000.000	99 9890	99,989 00 *100 00*	100,269 96 B t	-280 96	2,250 000	2 250
FIXED COUPON MOODYS Baa2 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL CUSIP 30219GAH1								
VERIZON COMMUNICATIONS INC	06/17/19	75,000 000	101 4090	76,056 75 *74 37*	76,367 77 B	-311 02	1,912 500	2.550
FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL CUSIP. 92343VCB8								
KELLOGG CO NOTE CALL MAKE WHOLE	11/15/19	275,000.000	105 4080	289,872 00 *1,458.26*	290,501 39 B t	-629 39	11,412.500	4 150
FIXED COUPON MOODYS Baa2 S&P BBB SEMIANNUALLY MAKE WHOLE CALL CUSIP. 487836BC1								
VIACOM INC NEW NOTE CALL MAKE WHOLE	12/15/19	200,000 000	99 8690	199,738 00 *244.44*	203,165 70 B t	-3,427.70	5,500 000	2.750
FIXED COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY NEXT CALL DATE 11/15/2019 CONT CALL 11/15/2019 MAKE WHOLE CALL CUSIP 92553PAY8								
CITIGROUP INC NOTE	02/18/20	400,000.000	99 7970	399,188 00 *3,546.67*	401,321 28 B	-2,133.28	9,600 000	2.400
FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY CUSIP 172967JJ1								
JPMORGAN CHASE &CO NOTE	03/25/20	150,000 000	107 7460	161,619 00 *1,980.00*	163,479 90 B t	-1,860.90	7,425.000	4.950
FIXED COUPON MOODYS A3 S&P A- SEMIANNUALLY CUSIP: 46625HHQ6								

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INVESTMENT REPORT
December 1, 2016 - December 31, 2016

OMNIA
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Holdings

Bonds (continued)

Description	Maturity	Quantity	Price Per Unit	Total Market Value / *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Coupon Rate
Corporate Bonds (continued)								
UNITEDHEALTH GROUP INC	02/15/21	125,000 000	108.2710	135,338 75 / *2,219.44*	138,067.43 B	-2,728 68	5,875.000	4 700
FIXED COUPON MOODYS A3 S&P A+ SEMIANNUALLY NEXT CALL DATE 11/15/2020 CONT CALL 11/15/2020 MAKE WHOLE CALL CUSIP: 91324PBP6								
AT&T INC NOTE CALL MAKE WHOLE	02/17/21	100,000.000	99.2060	99,206 00 / *1,042 22*	101,232.24 B	-2,026 24	2,800.000	2.800
FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY NEXT CALL DATE 01/17/2021 CONT CALL 01/17/2021 MAKE WHOLE CALL CUSIP· 00206RCR1								
SANOFI NOTE CALL MAKE WHOLE	03/29/21	75,000 000	106 4640	79,848.00 / -	81,769.75	-1,921 75	-	4 000
FIXED COUPON MOODYS A1 S&P AA SEMIANNUALLY MAKE WHOLE CALL CUSIP· 80105NAG0								
HOSPITALITY PROPERTIES TRUST	03/15/24	200,000 000	99.6680	199,336 00 / *2,738.33*	203,002.11 B	-3,666 11	9,300.000	4.650
FIXED COUPON MOODYS Baa2 S&P BBB- SEMIANNUALLY NEXT CALL DATE 09/15/2023 CONT CALL 09/15/2023 MAKE WHOLE CALL CUSIP 44106MAS1								
PITNEY BOWES INC NOTE CALL MAKE WHOLE	03/15/24	200,000 000	98.5010	197,002.00 / *2,723.61*	200,079.53 B	-3,077 53	9,250.000	4.625
FIXED COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY NEXT CALL DATE 12/15/2023 CONT CALL 12/15/2023 MAKE WHOLE CALL CUSIP: 724479AJ9								
PLAINS ALL AMERN PIPELINE L P NOTE	12/15/26	350,000 000	101 4450	355,057.50 / *1,706 25*	352,771 73 B	2,285.77	16,756.250	4.500
FIXED COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY NEXT CALL DATE 09/15/2026 CONT CALL 09/15/2026 MAKE WHOLE CALL CUSIP: 72650RBL5								
HESS CORP NOTE CALL MAKE WHOLE	04/01/27	200,000 000	99.5420	199,084 00 / -	195,660.00 B	3,424 00	-	4.300
VARIABLE COUPON MOODYS Ba1 S&P BBB- SEMIANNUALLY NEXT CALL DATE 01/01/2027 CONT CALL 01/01/2027 MAKE WHOLE CALL CUSIP: 42809HAG2								
BANK AMER CORP MTN	11/25/27	200,000 000	100.0640	200,128.00 / *836.60*	200,959 41 B	-831.41	8,366 000	4.183
FIXED COUPON MOODYS Baa3 S&P BBB SEMIANNUALLY NEXT CALL DATE 11/25/2026 CO~~NT CALL 11/25/2026 CUSIP: 06051GGC7~~								
Total Corporate Bonds (33% of account holdings)			Bonds	$3,917,935 75	$3,937,780.88	-$19,845.13	$127,365.990	
Total Bonds (34% of account holdings)				**$4,031,808.82**	**$4,073,945.94**	**-$42,137.12**	**$127,365.990**	
Total Holdings				**$11,734,886.02**	**$11,224,195.05**	**$305,041.20**	**$127,436.71**	
		Accrued Interest (AI)		31,493 28				
		Total Including Accrued Interest (AI)		$11,766,379 30				

MetLife Variable Annuity 100,000

Balance Sheet Column B lines 10 to 13 total 11,324,195

Fidelity
INVESTMENTS

MR_CE _BCLTGFBBCRMMM_BBBBB 20161230