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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation IRVING S. GILMORE FOUNDATION		A Employer identification number 23-7236057
Number and street (or P.O. box number if mail is not delivered to street address) 136 EAST MICHIGAN AVENUE STE 900	Room/suite	B Telephone number (see instructions) 269-342-6411
City or town, state or province, country, and ZIP or foreign postal code KALAMAZOO MI 49007		C If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 254,663,513	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,664,274	4,664,274		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,143,624			
	b Gross sales price for all assets on line 6a 58,231,287				
	7 Capital gain net income (from Part IV, line 2)		8,143,624		
	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) STMT 1	12,090	12,090			
12 Total. Add lines 1 through 11	12,819,988	12,819,988	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	483,239	43,331		439,908
	14 Other employee salaries and wages	202,358			202,358
	15 Pension plans, employee benefits	230,002	5,907		228,689
	16a Legal fees (attach schedule) SEE STMT 2	5,451			2,319
	b Accounting fees (attach schedule) STMT 3	28,945	19,445		9,500
	c Other professional fees (attach schedule) STMT 4	1,305,732	1,294,116		11,538
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	116,544	1,544		
	19 Depreciation (attach schedule) and depletion STMT 6	3,341	200		
	20 Occupancy	67,776	4,067		63,397
	21 Travel, conferences, and meetings	26,909	1,671		25,071
	22 Printing and publications	3,751	1,825		1,926
	23 Other expenses (attach schedule) STMT 7	60,383	4,179		55,252
	24 Total operating and administrative expenses. Add lines 13 through 23	2,534,431	1,376,285	0	1,039,958
	25 Contributions, gifts, grants paid	7,885,777			11,440,772
26 Total expenses and disbursements. Add lines 24 and 25	10,420,208	1,376,285	0	12,480,730	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,399,780				
b Net investment income (if negative, enter -0-)		11,443,703			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year ¹	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	15,005,105	17,478,546	17,478,546
	3 Accounts receivable ▶ 385,999			
	Less allowance for doubtful accounts ▶	324,508	385,999	385,999
	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 (att. schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	84,991	64,478	64,478
	10a Investments – U S and state government obligations (attach schedule) STMT 8	14,167,285	14,138,436	14,138,436
	b Investments – corporate stock (attach schedule) SEE STMT 9	124,547,485	130,417,480	130,417,480
	c Investments – corporate bonds (attach schedule) SEE STMT 10	17,645,732	16,279,812	16,279,812
Liabilities	11 Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 11	79,305,800	75,889,501	75,889,501
	14 Land, buildings, and equipment basis ▶ 1,053,921			
	Less accumulated depreciation (attach sch.) ▶ STMT 12 1,044,660	12,603	9,261	9,261
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	251,093,509	254,663,513	254,663,513
	17 Accounts payable and accrued expenses	161,638	187,339	
	18 Grants payable	4,302,188	747,192	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ SEE STATEMENT 13)	46,770	42,590	
	23 Total liabilities (add lines 17 through 22)	4,510,596	977,121	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24 Unrestricted	246,582,913	253,686,392	
	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			
	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)	246,582,913	253,686,392	
	31 Total liabilities and net assets/fund balances (see instructions)	251,093,509	254,663,513	

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	246,582,913
2 Enter amount from Part I, line 27a	2	2,399,780
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	4,703,699
4 Add lines 1, 2, and 3	4	253,686,392
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	253,686,392

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE WORKSHEET				
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) FMV 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	8,143,624
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

N/A

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			
2014			
2013			
2012			
2011			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	

Form 990-PF (2016) **IRVING S. GILMORE FOUNDATION****23-7236057**Page **4****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	N/A	1
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		0
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
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
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
11	Enter the amount of line 10 to be Credited to 2017 estimated tax	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?	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? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	N/A	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MI		
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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

	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)		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)	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.ISGILMORE.ORG	X	
14 The books are in care of ► ELLIOTT, J.C. 136 E MICHIGAN AVE, STE 900 Located at ► KALAMAZOO MI ZIP+4 ► 49007 Telephone no ► 269-342-6411		
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		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? Organizations relying on a current notice regarding disaster assistance check here		☐	5b ☒
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☒ Yes	☐ No	
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? If "Yes" to 6b, file Form 8870			6b ☒
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 (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
SEE STATEMENT 16				

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
SNAPP, C.R. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	SR PROGRAM O 40.00	87,643	40,643	1,500
DRENTH-THURMAN, F. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	GRANTS MGMT 40.00	52,875	30,588	1,500
PORTER, A. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	EXECUTIVE AS 40.00	56,205	23,754	1,500

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

0

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(a) Name and address of each person paid more than \$50,000		(b) Type of service	(c) Compensation
SANDS CAPITAL MANAGEMENT	ARLINGTON		
1001 19TH ST N STE 1450	VA 22209	INVEST MGMT	241,382
LSV ASSET MANAGEMENT	CHICAGO		
8545 SOLUTION CENTER	IL 60677	INVEST MGMT	155,202
BURGUNDY ASSET MANAGEMENT LTD	TORONTO		
181 BAY ST, STE 4510	ON M5J 2T3	INVEST MGMT	153,786
NETOLS ASSET MANAGEMENT	MEQUON		
1045 W. GLEN OAKS LANE	WI 53092	INVEST MGMT	108,350
RIVERBRIDGE PARTNERS, LLC	MINNEAPOLIS		
80 SOUTH EIGHTH ST. STE 120	MN 55402	INVEST MGMT	107,599

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

5

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 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

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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	231,342,515
b	Average of monthly cash balances	1b	16,063,466
c	Fair market value of all other assets (see instructions)	1c	10,932
d	Total (add lines 1a, b, and c)	1d	247,416,913
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	247,416,913
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	3,711,254
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	243,705,659
6	Minimum investment return. Enter 5% of line 5	6	12,185,283

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	12,185,283
2a	Tax on investment income for 2016 from Part VI, line 5	2a	
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,185,283
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	12,185,283
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	12,185,283

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	12,480,730
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	12,480,730
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,480,730

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				12,185,283
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			12,126,393	
b Total for prior years 20____, 20____, 20____				
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				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 12,480,730				
a Applied to 2015, but not more than line 2a			12,126,393	
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				354,337
e Remaining amount distributed out of corpus				
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				
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				11,830,946
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)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
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				

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2016
For calendar year 2016, or tax year beginning _____, and ending _____		

Name IRVING S. GILMORE FOUNDATION	Employer Identification Number 23-7236057
---	---

(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) VANGUARD SALES	P	VARIOUS	VARIOUS
(2) RIVERBRIDGE SALES	P	VARIOUS	VARIOUS
(3) NETOLS SALES	P	VARIOUS	VARIOUS
(4) NEUBERGER & BERMAN SALES	P	VARIOUS	VARIOUS
(5) BURGUNDY SALES	P	VARIOUS	VARIOUS
(6) SANDS SALES	P	VARIOUS	VARIOUS
(7) PZENA SALES	P	VARIOUS	VARIOUS
(8) LSV SALES	P	VARIOUS	VARIOUS
(9) STONE HARBOR SALES	P	VARIOUS	VARIOUS
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 5,500,000		3,814,352	1,685,648
(2) 4,034,509		3,196,988	837,521
(3) 3,315,113		3,394,990	-79,877
(4) 14,843,803		14,799,238	44,565
(5) 3,364,482		1,829,843	1,534,639
(6) 7,697,292		5,825,140	1,872,152
(7) 4,291,529		3,561,586	729,943
(8) 5,190,680		3,517,213	1,673,467
(9) 9,993,879		10,148,313	-154,434
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) OR Losses (from col. (h))
(i) 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	
(1)			1,685,648
(2)			837,521
(3)			-79,877
(4)			44,565
(5)			1,534,639
(6)			1,872,152
(7)			729,943
(8)			1,673,467
(9)			-154,434
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
INVEST LITIGATION SETTLEMENTS	\$ 12,090	\$ 12,090	\$
TOTAL	\$ 12,090	\$ 12,090	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MISCELLANEOUS LEGAL FEES	\$ 5,451	\$	\$	\$ 2,319
TOTAL	\$ 5,451	\$ 0	\$ 0	\$ 2,319

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
AUDIT, TAX & CONSULTING SERVICES	\$ 28,945	\$ 19,445	\$	\$ 9,500
TOTAL	\$ 28,945	\$ 19,445	\$ 0	\$ 9,500

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
CONSULTANTS	\$ 94,199	\$ 90,000	\$	\$ 4,383
CUSTODIAL FEES	95,000	94,000		1,000
INVESTMENT DEPOSIT FEES	256	256		
INVESTMENT SERVICES	1,106,052	1,106,052		
NON-TRUSTEE COMMITTEE MEMBERS	7,260	3,630		3,630
PAYROLL PROVIDER	2,965	178		2,525
TOTAL	\$ 1,305,732	\$ 1,294,116	\$ 0	\$ 11,538

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAX	\$ 115,000	\$	\$	\$
FOREIGN TAXES	1,544	1,544		
TOTAL	\$ 116,544	\$ 1,544	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
	DEPRECIATION	\$	\$			\$ 3,341	\$	\$
	TOTAL	\$ 0	\$ 0			\$ 3,341	\$ 0	\$ 0

Federal Statements

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Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
PARKING & MILEAGE	10,896	654		10,472
INSURANCE	11,308	1,586		8,985
MEMBERSHIPS	4,074			4,074
MISCELLANEOUS	-1,132			-215
OFFICE SUPPLIES	7,354	441		5,593
POSTAGE	1,116	67		1,049
REPAIRS & MAINTENANCE	21,486	1,305		20,138
TELEPHONE	2,092	126		1,967
INTERNET	3,189			3,189
TOTAL	60,383	4,179	0	55,252

Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOVT SECURITIES	\$ 14,167,285	\$ 14,138,436	MARKET	\$ 14,138,436
TOTAL	\$ 14,167,285	\$ 14,138,436		\$ 14,138,436

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK	\$ 124,547,485	\$ 130,417,480	MARKET	\$ 130,417,480
TOTAL	\$ 124,547,485	\$ 130,417,480		\$ 130,417,480

Federal Statements

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Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE OBLIGATIONS	\$ 17,645,732	\$ 16,279,812	MARKET	\$ 16,279,812
TOTAL	\$ 17,645,732	\$ 16,279,812		\$ 16,279,812

Statement 11 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUAL FUNDS	\$ 70,507,920	\$ 66,868,802	MARKET	\$ 66,868,802
SECURITIZED DEBT INSTRUMENTS	8,797,880	9,020,699	MARKET	9,020,699
TOTAL	\$ 79,305,800	\$ 75,889,501		\$ 75,889,501

Statement 12 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LEASEHOLD IMPROVEMENTS & EQUIPMENT	\$ 12,603	\$ 1,053,921	\$ 1,044,660	\$ 9,261
TOTAL	\$ 12,603	\$ 1,053,921	\$ 1,044,660	\$ 9,261

Federal Statements**Statement 13 - Form 990-PF, Part II, Line 22 - Other Liabilities**

Description	Beginning of Year	End of Year
PENSION PAYABLE	\$ 46,770	\$ 42,590
TOTAL	\$ 46,770	\$ 42,590

Statement 14 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAINS ON INVESTMENTS	\$ 4,703,699
TOTAL	\$ 4,703,699

Statement 15 - Form 990-PF, Part VII-A, Line 12 - Distribution Information**Description**

GRANT TO KALAMAZOO COMMUNITY FOUNDATION-WATTLES/WILLEY FAMILY FUND FOR \$10,000. THE IRVING S. GILMORE FOUNDATION MATCHES EMPLOYEE/TRUSTEE CONTRIBUTIONS MADE TO ELIGIBLE 501(C)(3) ORGANIZATIONS. ONE OF THE MATCHED CONTRIBUTIONS WAS TO THIS FUND.

Federal Statements

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Statement 16 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
PARKS, F.L. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	PRESIDENT	5.00	30,000	0	1,500
MOORE, J.H. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	1ST VP	5.00	30,000	0	0
WATTLES, C.D. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	TREASURER	5.00	30,000	0	0
KILGORE, R.N. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	TRUSTEE	5.00	26,400	0	0
BEAM, R.M. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	SECRETARY	5.00	30,800	0	0
HUGHEY JR., R.M. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	EXEC VP/CEO	40.00	186,613	51,460	1,500
ELLIOTT, J.C. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	VP-ADMIN	40.00	149,426	26,460	1,500

Federal Statements

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SEE STATEMENT

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

SEE STATEMENT

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

SEE STATEMENT

Irving S. Gilmore Foundation

EIN: 23-7236057

Form 990-PF

Year ended December 31, 2016

Index of Statements and Attachments

Statements 1-16	Statements generated by the tax preparation software in support of schedules and forms inside Form 990-PF.
Detail for Statement 8-11	Detail of investments held.
Detail for Statement 16	Detail of Officers, Directors, Trustees, Foundation Managers and Highly Paid Employees compensation including spreadsheet and narrative.
Statement 17	Detail of Grants and Contributions Paid, in support of Form 990-PF, Part XV.
Statement 18	2016 Annual Expenditure Responsibility Report for grant to private foundation.
Statement 19	Differences between book net income and tax net investment income on Form 990-PF, Part I, line 27b.
Statement 20	Detail of Grant Application Procedure Guidelines.

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CUSTODIAL FEES	95,000	94,000		1,000
INVESTMENT DEPOSIT FEES	256	256		
INVESTMENT SERVICES	1,106,052	1,106,052		3,630
NON-TRUSTEE COMMITTEE MEMBERS	7,260	3,630		2,525
PAYROLL PROVIDER	2,965	178		
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FOREIGN TAXES	1,544	1,544		
TOTAL	\$ 116,544	\$ 1,544	\$ 0	

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Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
	DEPRECIATION	\$	\$			\$ 3,341	\$	\$
TOTAL		\$ 0	\$ 0			\$ 3,341	\$ 0	\$ 0

Federal Statements

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INTERNET	3,189			3,189
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Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

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Federal Statements**Statement 13 - Form 990-PF, Part II, Line 22 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
PENSION PAYABLE	\$ 46,770	\$ 42,590
TOTAL	\$ 46,770	\$ 42,590

Statement 14 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
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TOTAL	\$ 4,703,699

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MOORE, J.H. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	1ST VP	5.00	30,000	0	0
WATTLES, C.D. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	TREASURER	5.00	30,000	0	0
KILGORE, R.N. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	TRUSTEE	5.00	26,400	0	0
BEAM, R.M. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	SECRETARY	5.00	30,800	0	0
HUGHEY JR., R.M. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	EXEC VP/CEO	40.00	186,613	51,460	1,500
ELLIOTT, J.C. 136 E MICHIGAN AVE, STE 900 KALAMAZOO MI 49007	VP-ADMIN	40.00	149,426	26,460	1,500

GIL0134C001 Irving S. Gilmore Foundation
23-7236057
FYE: 12/31/2016

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Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

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Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

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Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

SEE STATEMENT



FIFTH THIRD BANK

Investment Account 16-16-000-8660771
GILMORE I S FDN CONS

12/01/2016 - 12/31/2016

04-0104

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
(803.1700)		CASH	\$1.000	\$(803.17)	0.0%	\$(803.17)			
6,294,432.0000		FEDERATED TREASURY OBLIGATION INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDT014	\$1.000	\$6,294,432.00	2.5%	\$6,294,432.00		\$18,946.24	0.3%
11,179,679.0000		FEDERATED TREASURY OBLIGATION INSTITUTIONAL SHARES CUSIP - 99FEDT014	\$1.000	\$11,179,679.00	4.4%	\$11,179,679.00		\$33,650.83	0.3%
Cash & Equivalents - Total							\$17,473,307.83	\$52,597.07	0.3%

Fixed Income

75,000.0000		AT&T INC GBL NT 05/04/15 3.000 06/30/22 CUSIP - 00206RCM2	\$98.161	\$73,620.75	0.0%	\$75,346.00	\$(1,725.25)	\$2,250.00	3.1%
280,000.0000		AT&T INC 05/04/15 4.750 05/15/46 CUSIP - 00206RCQ3	\$94.742	\$265,277.60	0.1%	\$280,669.20	\$(15,391.60)	\$13,300.00	5.0%
75,000.0000		AT&T INC SR GBL NT 02/15/16 6.000 08/15/40 CUSIP - 00206RDF6	\$109.911	\$82,433.25	0.0%	\$83,707.50	\$(1,274.25)	\$4,500.00	5.5%
50,000.0000		ACTAVIS FUNDING SCS 03/12/15 4.550 03/15/35 CUSIP - 00507UAT8	\$98.979	\$49,489.50	0.0%	\$52,366.00	\$(2,876.50)	\$2,275.00	4.6%
50,000.0000		AIR LEASE CORP 03/11/14 3.875 04/01/21 CUSIP - 00912XAM6	\$102.741	\$51,370.50	0.0%	\$50,568.25	\$802.25	\$1,937.50	3.8%
50,000.0000		ALPHABET INC SR NT 08/09/16 1.998 08/15/26 CUSIP - 02079KAC1	\$91.786	\$45,893.00	0.0%	\$48,959.50	\$(3,066.50)	\$999.00	2.2%
100,000.0000		AMEREN CORP	\$100.537	\$100,537.00	0.0%	\$99,977.00	\$560.00	\$2,700.00	2.7%

Investment Account 16-16-000-8660771



Investment Account 16-16-000-8660771
GILMORE I S FDN CONS

12/01/2016 - 12/31/2016

04-0104

PORTFOLIO POSITIONS

(continued)

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
		11/24/15 2.700 11/15/20 CUSIP - 023608AF9							
155,000.0000		AMERICAN EXPRESS CR CORP 05/05/16 2.250 05/05/21 OPT CALL 04/04/2021 @ 100.00 CUSIP - 0258M0EB1	\$98.808	\$153,152.40	0.1%	\$154,905.45	\$(1,753.05)	\$3,487.50	2.3%
100,000.0000		AMERICAN EXPRESS CO 12/05/14 3.625 12/05/24 OPT CALL 11/04/2024 @ 100.00 CUSIP - 025816BK4	\$100.415	\$100,415.00	0.0%	\$102,659.00	\$(2,244.00)	\$3,625.00	3.6%
100,000.0000		AMERICAN INTL GROUP INC SR NT 01/15/15 3.875 01/15/35 CUSIP - 026874DC8	\$93.933	\$93,933.00	0.0%	\$89,855.00	\$4,078.00	\$3,875.00	4.1%
50,000.0000		AMGEN INC 05/22/14 3.625 05/22/24 CUSIP - 031162BV1	\$101.724	\$50,862.00	0.0%	\$50,414.00	\$448.00	\$1,812.50	3.6%
50,000.0000		ANHEUSER-BUSCH INBEV FIN 01/17/13 2.625 01/17/23 CUSIP - 035242AA4	\$98.021	\$49,010.50	0.0%	\$51,303.50	\$(2,293.00)	\$1,312.50	2.7%
260,000.0000		ANHEUSER-BUSCH INBEV FIN 01/25/16 4.900 02/01/46 CUSIP - 035242AN6	\$108.087	\$281,026.20	0.1%	\$259,389.00	\$21,637.20	\$12,740.00	4.5%
100,000.0000		APACHE CORP 08/20/10 5.100 09/01/40 CUSIP - 037411AW5	\$104.618	\$104,618.00	0.0%	\$103,884.00	\$734.00	\$5,100.00	4.9%
50,000.0000		APPLE INC 05/03/13 3.850 05/04/43 CUSIP - 037833AL4	\$95.624	\$47,812.00	0.0%	\$47,220.00	\$592.00	\$1,925.00	4.0%
145,000.0000		APPLE INC 02/09/15 3.450 02/09/45 CUSIP - 037833BA7	\$88.265	\$127,984.25	0.1%	\$136,326.10	\$(8,341.85)	\$5,002.50	3.9%

Investment Account 16-16-000-8660771



FIFTH THIRD BANK

Investment Account 16-16-000-8660771
GILMORE I S FDN CONS

12/01/2016 - 12/31/2016

04-0104

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
50,000.0000		AVALONBAY CMNTY'S INC MTN 05/13/15 3.450 06/01/25 CUSIP - 05348EAV1	\$100.115	\$50,057.50	0.0%	\$49,911.00	\$146.50	\$1,725.00	3.4%
7,483.0500		BAMILL-DB 2012-OSI TRUST 03/27/12 2.343 04/13/29 SER 2012-OSI CLASS A1 CUSIP - 05524WAA3	\$100.039	\$7,485.97	0.0%	\$7,482.97	\$3.00	\$175.33	2.3%
56,798.1100		BCRR TR 2009-1 06/11/09 5.858 07/19/40 SER 2009-1 CL II-A-1 CUSIP - 055359AC7	\$99.993	\$56,794.13	0.0%	\$57,343.89	\$(549.76)	\$3,327.23	5.9%
200,000.0000		BP CAPITAL MARKETS PLC 05/10/13 1.375 05/10/18 CUSIP - 05565QCE6	\$99.691	\$199,382.00	0.1%	\$199,442.00	\$(60.00)	\$2,750.00	1.4%
55,000.0000		BP CAP MKTS P L C 03/17/15 3.506 03/17/25 CUSIP - 05565QDA3	\$100.956	\$55,525.80	0.0%	\$55,000.00	\$525.80	\$1,928.30	3.5%
100,000.0000		BPCE SA 10/22/13 5.700 10/22/23 CUSIP - 05578QAA1	\$105.128	\$105,128.00	0.0%	\$108,128.25	\$(3,000.25)	\$5,700.00	5.4%
125,000.0000		BANK AMER CORP SR NT 01/11/13 3.300 01/11/23 CUSIP - 06051GEU9	\$100.334	\$125,417.50	0.0%	\$124,167.50	\$1,250.00	\$4,125.00	3.3%
240,000.0000		BANK OF AMERICA CORP 01/21/14 4.150 01/22/24 CUSIP - 06051GFB0	\$103.925	\$249,420.00	0.1%	\$239,824.80	\$9,595.20	\$9,900.00	4.0%
125,000.0000		BANK AMER CORP 04/21/15 3.950 04/21/25 CUSIP - 06051GFP9	\$99.549	\$124,436.25	0.0%	\$124,631.25	\$(195.00)	\$4,937.50	4.0%
220,000.0000		BERKSHIRE HATHAWAY INC	\$99.625	\$219,175.00	0.1%	\$219,401.60	\$(226.60)	\$6,050.00	2.8%

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Quantity		Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income		(continued)								

100,000.0000			03/15/16 2.750 03/15/23 CUSIP - 0846708R8	\$95.198	\$95,198.00	0.0%	\$98,967.00	\$(3,769.00)	\$3,375.00	3.5%
			BOARDWALK PIPELINES LP							
			11/08/12 3 375 02/01/23							
			CUSIP - 096630AC2							
50,000.0000			CBS GTD SR NT	\$97.890	\$48,945.00	0.0%	\$47,732.00	\$1,213.00	\$2,425.00	5.0%
			06/20/12 4.850 06/01/42							
			CUSIP - 124857AJ2							
168,269.7000			CD 2007-CD5 A4	\$101.633	\$171,017.54	0.1%	\$149,041.57	\$21,975.97	\$9,904.35	5.8%
			11/01/07 VAR 11/15/44							
			CUSIP - 12514AAE1							
52,361.2660			CVS CAREMARK CORP	\$112.110	\$58,702.22	0.0%	\$58,654.88	\$47.34	\$3,160.53	5.4%
			07/10/09 6.036 12/10/28							
			CUSIP - 126650BP4							
310,000.0000			CVS CAREMARK CORP	\$105.365	\$326,631.50	0.1%	\$308,636.00	\$17,995.50	\$12,400.00	3.8%
			12/05/13 4.000 12/05/23							
			CUSIP - 126650CC2							
100,000.0000			CAPITAL ONE FINL CORP	\$103.572	\$103,572.00	0.0%	\$114,544.00	\$(10,972.00)	\$6,750.00	6.5%
			09/04/07 6.750 09/15/17							
			CUSIP - 14040HAR6							
180,000.0000			CATERPILLAR FINL SVCS CORP	\$110.714	\$199,285.20	0.1%	\$180,444.60	\$18,840.60	\$12,870.00	6.5%
			02/12/09 7.150 02/15/19							
			CUSIP - 14912L4E8							
60,000.0000			CATERPILLAR INC	\$102.979	\$61,787.40	0.0%	\$59,989.80	\$1,797.60	\$2,040.00	3.3%
			05/08/14 3.400 05/15/24							
			CUSIP - 149123CC3							
125,000.0000			CHARTER COMMUNICATIONS OPER SR	\$115.608	\$144,510.00	0.1%	\$143,650.25	\$859.75	\$8,105.00	5.6%
			10/23/16 6.484 10/23/45							
			CUSIP - 161175BA1							
150,000.0000			CHESAPEAKE FDG II LLC	\$100.692	\$151,038.05	0.1%	\$150,703.13	\$334.92	\$2,511.42	1.7%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
		03/30/16 VAR 03/15/28 SER 2016-1A CL A2 CUSIP - 165183AB0	\$101.932	\$101,932.00	0.0%	\$99,463.00	\$2,469.00	\$3,000.00	2.9%
100,000.0000		CISCO SYS INC SR NT 06/17/15 3.000 06/15/22 CUSIP - 17275RAV4	\$99.944	\$49,972.00	0.0%	\$49,868.00	\$104.00	\$900.00	1.8%
50,000.0000		CTTGROUPO INC 02/05/15 1.800 02/05/18 CUSIP - 172967JH5	\$97.972	\$338,003.40	0.1%	\$337,775.70	\$227.70	\$11,385.00	3.4%
345,000.0000		CTTGROUPO INC 04/27/15 3.300 04/27/25 CUSIP - 172967JP7	\$102.305	\$127,881.25	0.1%	\$127,078.75	\$802.50	\$5,500.00	4.3%
125,000.0000		CTTGROUPO INC 06/10/15 4.400 06/10/25 CUSIP - 172967JT9	\$103.358	\$77,518.50	0.0%	\$74,851.50	\$2,667.00	\$3,450.00	4.5%
300,000.0000		COMCAST CORP 08/23/07 6.300 11/15/17 CUSIP - 20030NAU5	\$104.143	\$312,429.00	0.1%	\$302,634.00	\$9,795.00	\$18,900.00	6.0%
125,000.0000		COMCAST CORP SR NT 03/01/10 6.400 03/01/40 CUSIP - 20030NB66	\$130.159	\$162,698.75	0.1%	\$135,187.50	\$27,511.25	\$8,000.00	4.9%
105,000.0000		COMCAST CORP NEW SR NT 01/14/13 4.250 01/15/33 CUSIP - 20030NBH3	\$104.067	\$109,270.35	0.0%	\$107,551.35	\$1,719.00	\$4,462.50	4.1%
105,000.0000		CORPORATE OFFICE PTYS L P SR NT 05/06/13 3.600 05/15/23 CUSIP - 22003BAG1	\$96.224	\$101,035.20	0.0%	\$101,712.20	\$(677.00)	\$3,780.00	3.7%



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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
50,000.0000		CROWN CASTLE INTL CORP NT 09/01/16 2.250 09/01/21 CUSIP - 22822VAD3	\$96.745	\$48,372.50	0.0%	\$49,986.00	\$(1,613.50)	\$1,125.00	2.3%
100,000.0000		DDR CORP 05/23/13 3.375 05/15/23 CUSIP - 23317HAB8	\$97.208	\$97,208.00	0.0%	\$96,617.00	\$591.00	\$3,375.00	3.5%
100,000.0000		DTE ENERGY COMPANY 11/25/13 3.850 12/01/23 CUSIP - 233331AR8	\$103.462	\$103,462.00	0.0%	\$99,966.25	\$3,495.75	\$3,850.00	3.7%
100,000.0000		DEUTSCHE BANK 05/30/14 3.700 05/30/24 CUSIP - 25152RXA6	\$97.243	\$97,243.00	0.0%	\$98,493.00	\$(1,250.00)	\$3,700.00	3.8%
100,000.0000		DIGITAL RLTY TR LP 03/08/16 4.750 10/01/25 CUSIP - 25389JAQ9	\$103.792	\$103,792.00	0.0%	\$100,000.00	\$3,792.00	\$4,750.00	4.6%
100,000.0000		DISCOVER BK NEW CASTLE DEL NT 03/13/14 4.250 03/13/26 CUSIP - 25466AAE1	\$101.872	\$101,872.00	0.0%	\$104,010.00	\$(2,138.00)	\$4,250.00	4.2%
190,000.0000		WALT DISNEY COMPANY 06/02/14 4.125 06/01/44 CUSIP - 25468PDB9	\$103.385	\$196,431.50	0.1%	\$194,295.90	\$2,135.60	\$7,837.50	4.0%
50,000.0000		DOMINION GAS HOLDING LLC SR NT 07/24/14 4.800 11/01/43 CUSIP - 25737SAF2	\$103.619	\$51,809.50	0.0%	\$50,325.50	\$1,484.00	\$2,400.00	4.6%
150,000.0000		DOMINION RES INC 09/13/12 1.400 09/15/17 CUSIP - 25746UBR9	\$99.892	\$149,838.00	0.1%	\$149,881.90	\$(43.90)	\$2,100.00	1.4%
50,000.0000		DUKE ENERGY CORP 08/12/16 3.750 09/01/46 CUSIP - 26441CAT2	\$90.021	\$45,010.50	0.0%	\$49,972.00	\$(4,961.50)	\$1,875.00	4.2%



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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
75,000.0000		ERAC USA FIN CO 10/17/07 7.000 10/15/37 CUSIP - 26882PBE1	\$126.706	\$95,029.50	0.0%	\$103,644.00	\$(8,614.50)	\$5,250.00	5.5%
100,000.0000		EQT MIDSTREAM PARTNERS L P 08/01/14 4.000 08/01/24 CUSIP - 26885BAA8	\$98.624	\$98,624.00	0.0%	\$95,711.50	\$2,912.50	\$4,000.00	4.1%
50,000.0000		EASTMAN CHEM CO 05/15/14 4.650 10/15/44 CUSIP - 277432AP5	\$99.175	\$49,587.50	0.0%	\$49,934.50	\$(347.00)	\$2,325.00	4.7%
100,000.0000		ENTERGY LA LLC 05/19/16 3.050 06/01/31 CUSIP - 29364WAX6	\$94.682	\$94,682.00	0.0%	\$99,402.00	\$(4,720.00)	\$3,050.00	3.2%
120,000.0000		ENTERPRISE PRODS OPER LLC SR NT 03/18/13 4.850 03/15/44 CUSIP - 29379VBA0	\$100.960	\$121,152.00	0.0%	\$124,454.80	\$(3,302.80)	\$5,820.00	4.8%
50,000.0000		EVERSOURCE ENERGY SR GLBL NT 03/10/16 2.500 03/15/21 CUSIP - 30040WAA6	\$99.289	\$49,644.50	0.0%	\$49,894.50	\$(250.00)	\$1,250.00	2.5%
100,000.0000		EXELON GENERATION CO LLC 12/15/12 5.600 06/15/42 CUSIP - 30161MAN3	\$92.585	\$92,585.00	0.0%	\$107,239.00	\$(14,654.00)	\$5,600.00	6.0%
165,000.0000		EXPRESS SCRIPTS HLDG CO SR NT 06/05/14 3.500 06/15/24 CUSIP - 30219GAK4	\$98.821	\$163,054.65	0.1%	\$163,798.80	\$(744.15)	\$5,775.00	3.5%
105,000.0000		EXXON MOBIL CORP SR GLBL NT 03/03/16 2.222 03/01/21 CUSIP - 30231GAV4	\$100.229	\$105,240.45	0.0%	\$105,000.00	\$240.45	\$2,333.10	2.2%
5,581.7500		FG D83122 10/01/97 8.000 10/01/27 CUSIP - 3128FSPF9	\$111.798	\$6,240.28	0.0%	\$5,798.01	\$442.27	\$446.54	7.2%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
307,194.3840		FG G0-8542 08/01/13 4.000 08/01/43 CUSIP - 3128MJS84	\$105.082	\$322,806.00	0.1%	\$322,938.10	\$(132.10)	\$12,287.78	3.8%
159,138.6500		FG G0-5646 09/01/09 4.500 10/01/39 CUSIP - 3128M7TB2	\$107.641	\$171,298.43	0.1%	\$167,617.75	\$3,680.68	\$7,161.24	4.2%
7,200.9500		FG J01006 01/01/06 4.500 01/01/21 CUSIP - 3128PCDK5	\$104.565	\$7,529.67	0.0%	\$7,009.04	\$520.63	\$324.04	4.3%
4,945.3500		FG C00556 10/01/97 8.000 10/01/27 CUSIP - 31292GTM8	\$114.048	\$5,640.07	0.0%	\$5,041.18	\$598.89	\$395.63	7.0%
832.4100		FG C00632 07/01/98 7.000 07/01/28 CUSIP - 31292GVZ6	\$115.101	\$958.11	0.0%	\$845.95	\$112.16	\$58.27	6.1%
2,187.4200		FG C00701 01/01/99 6.500 01/01/29 CUSIP - 31292GX68	\$113.739	\$2,487.95	0.0%	\$2,197.49	\$290.46	\$142.18	5.7%
1,072.9000		FG C01188 06/01/01 7.000 06/01/31 CUSIP - 31292HJ96	\$118.007	\$1,266.10	0.0%	\$1,085.97	\$180.13	\$75.10	5.9%
3,063.3900		FG C26870 05/01/99 6.500 05/01/29 CUSIP - 31293QT37	\$112.948	\$3,460.04	0.0%	\$2,715.98	\$744.06	\$199.12	5.8%
892.4200		FG C28127 06/01/99 7.000 06/01/29 CUSIP - 31293SA41	\$100.290	\$895.01	0.0%	\$791.36	\$103.65	\$62.47	7.0%
372,643.4200		FG A9-5861 12/01/10 4.000 12/01/40 CUSIP - 312944QN4	\$105.080	\$391,573.71	0.2%	\$377,883.72	\$13,689.99	\$14,905.74	3.8%

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Quantity		Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est Annual Income	Est Yield
Fixed Income										
(continued)										
209,978.3700		FG A9-6413	01/01/11 4.000 01/01/41	\$105.580	\$221,695.16	0.1%	\$207,288.02	\$14,407.14	\$8,399.13	3.8%
		CUSIP - 312945DS4								
12,227.0400		FG B10920	DTD 11/1/03 5% DUE 11/1/18	\$103.069	\$12,602.29	0.0%	\$12,376.06	\$226.23	\$611.35	4.9%
		CUSIP - 312963AV3								
8,551.9300		FG B14164	DTD 5/1/04 4.5% DUE 5/1/19	\$102.781	\$8,789.76	0.0%	\$8,507.83	\$281.93	\$384.84	4.4%
		CUSIP - 312966TV6								
762.0300		FG C41019	08/01/00 8.000 08/01/30	\$103.532	\$788.94	0.0%	\$768.67	\$20.27	\$60.96	7.7%
		CUSIP - 31297YDY5								
74,302.8300		FH 84-9031	04/01/13 VAR 05/01/43	\$102.767	\$76,358.79	0.0%	\$76,357.77	\$1.02	\$1,449.65	1.9%
		CUSIP - 31300MA86								
742,030.4700		FG Q4-3734	10/01/16 3.000 10/01/46	\$99.401	\$737,585.71	0.3%	\$740,059.45	\$(2,473.74)	\$22,260.91	3.0%
		CUSIP - 3132WHEG6								
385.4800		FH 360031	07/01/88 10.000 07/01/18	\$103.830	\$400.24	0.0%	\$407.71	\$(7.47)	\$38.55	9.6%
		CUSIP - 313401F89								
515,000.0000		FREDDIE MAC	01/17/13 0.875 03/07/18	\$99.870	\$514,330.50	0.2%	\$513,963.75	\$366.75	\$4,506.25	0.9%
		CUSIP - 3137EADP1								
600,000.0000		FREDDIE MAC	03/21/16 1.125 04/15/19	\$99.595	\$597,570.00	0.2%	\$599,802.00	\$(2,232.00)	\$6,750.00	1.1%
		CUSIP - 3137EADZ9								
75,624.5300		FREDDIE MAC	11/01/15 3.000 09/25/45	\$97.047	\$73,391.34	0.0%	\$74,620.16	\$(1,228.82)	\$2,268.74	3.1%
		SER 15-SC02 CL 1A								

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
(continued)									
200,898.7900		CUSIP - 3137G1AK3							
		FREDDIE MAC	\$100.965	\$202,837.46	0.1%	\$206,297.95	\$(3,460.49)	\$7,031.46	3.5%
		07/01/16 3.500 07/25/46							
		SER 16-SC01 CL 2A							
		CUSIP - 3137G1AW7							
200.4500		FN 250914	\$99.954	\$200.36	0.0%	\$205.89	\$(5.53)	\$17.04	8.5%
		04/01/97 8.500 05/01/27							
		CUSIP - 31371FV6							
6,958.2500		FN 254906	\$102.775	\$7,151.34	0.0%	\$6,793.69	\$357.65	\$313.12	4.4%
		09/01/03 4.500 10/01/18							
		CUSIP - 31371LDK2							
965.2900		FN 332748	\$108.063	\$1,043.12	0.0%	\$993.96	\$49.16	\$77.22	7.4%
		12/01/95 8.000 12/01/25							
		CUSIP - 31375ETD3							
3,063.2900		FN 335977	\$108.619	\$3,327.31	0.0%	\$3,044.14	\$283.17	\$214.43	6.4%
		03/01/96 7.000 03/01/26							
		CUSIP - 31375JFS4							
4,814.7100		FN 357458	\$102.775	\$4,948.32	0.0%	\$4,819.96	\$128.36	\$216.66	4.4%
		11/01/03 4.500 11/01/18							
		CUSIP - 31376KB39							
2,440.2100		FN 429024	\$102.237	\$2,494.80	0.0%	\$2,480.91	\$13.89	\$170.81	6.8%
		06/01/98 7.000 06/01/28							
		CUSIP - 31379TSM7							
110,094.0900		FN AH8932	\$107.975	\$118,874.09	0.0%	\$118,901.65	\$(27.56)	\$4,954.23	4.2%
		03/01/11 4.500 04/01/41							
		CUSIP - 3138AA457							
93,074.2000		FN AI1059	\$107.916	\$100,441.95	0.0%	\$100,389.13	\$52.82	\$4,188.34	4.2%
		06/01/11 4.500 06/01/41							
		CUSIP - 3138AEE90							
374,544.6500		FN AI1888	\$107.807	\$403,785.35	0.2%	\$401,348.01	\$2,437.34	\$16,854.51	4.2%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	(continued)	
Fixed Income											

46,768.4650	05/01/11 4.500 05/01/42 CUSIP - 3138AFC24	\$105.639	\$49,405.74	0.0%	\$49,947.25	\$(541.51)	\$1,293.15	2.6%
205,544.1200	FN AL1649 03/01/12 VAR 09/01/35 CUSIP - 3138EHZP0	\$106.104	\$218,090.53	0.1%	\$216,078.26	\$2,012.27	\$6,170.43	2.8%
67,174.4500	FN AL4256 09/01/13 VAR 07/01/41 CUSIP - 3138ELWS8	\$103.778	\$69,712.30	0.0%	\$70,092.35	\$(380.05)	\$1,439.55	2.1%
111,185.2000	FN AK3406 01/01/12 4.500 01/01/42 CUSIP - 3138E7YC2	\$107.766	\$119,819.84	0.0%	\$119,992.95	\$(173.11)	\$5,003.33	4.2%
75,681.0000	FN AQ0546 11/01/12 3.500 11/01/42 CUSIP - 3138MFTC1	\$103.094	\$78,022.57	0.0%	\$80,468.11	\$(2,445.54)	\$2,648.84	3.4%
404,941.0900	FN AO9140 06/01/12 3.500 07/01/42 CUSIP - 3138M1EN4	\$103.102	\$417,502.36	0.2%	\$424,618.70	\$(7,116.34)	\$14,172.94	3.4%
155,336.0800	FN AP4961 09/01/12 3.000 09/01/42 CUSIP - 3138M8QP1	\$99.972	\$155,292.59	0.1%	\$160,238.90	\$(4,946.31)	\$4,660.08	3.0%
193,146.0800	FN AS3467 09/01/14 4.000 10/01/44 CUSIP - 3138WCZ97	\$105.155	\$203,102.76	0.1%	\$207,028.45	\$(3,925.69)	\$7,725.84	3.8%
41,218.6100	FN AT1714 03/01/13 3.500 04/01/43 CUSIP - 3138WN3Y3	\$102.581	\$42,282.46	0.0%	\$43,846.28	\$(1,563.82)	\$1,442.65	3.4%
99,651.3100	FN AT7277	\$105.162	\$104,795.31	0.0%	\$106,751.46	\$(1,956.15)	\$3,986.05	3.8%

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Quantity	Symbol Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								
	09/01/13 4.000 09/01/43 CUSIP - 3138WWCP4							
147,912.5840	FN AV2340 12/01/13 4.000 12/01/43 CUSIP - 3138XDS68	\$105.131	\$155,501.98	0.1%	\$154,938.42	\$563.56	\$5,916.50	3.8%
305,952.6600	FN AV6103 12/01/13 4.000 01/01/44 CUSIP - 3138HXH97	\$105.153	\$321,718.40	0.1%	\$316,386.12	\$5,332.28	\$12,238.11	3.8%
61,355.8000	FN AV7133 05/01/14 VAR 05/01/44 CUSIP - 3138XJ4T1	\$103.002	\$63,197.70	0.0%	\$63,579.95	\$(382.25)	\$1,539.42	2.4%
51,273.6600	FN AU3751 08/01/13 4.000 08/01/43 CUSIP - 3138X3EZ1	\$105.702	\$54,197.28	0.0%	\$54,125.76	\$71.52	\$2,050.95	3.8%
132,630.2400	FN AU3753 08/01/13 4.000 08/01/43 CUSIP - 3138X3E32	\$105.116	\$139,415.60	0.1%	\$142,080.16	\$(2,664.56)	\$5,305.21	3.8%
10,281.0500	FN 434609 07/01/98 7.000 07/01/28 CUSIP - 31380AYE6	\$106.305	\$10,929.27	0.0%	\$10,452.54	\$476.73	\$719.67	6.6%
4,177.0500	FN 443606 10/01/98 6.500 10/01/28 CUSIP - 31380LYB8	\$113.137	\$4,725.79	0.0%	\$4,206.41	\$519.38	\$271.51	5.7%
8,138.7200	FN 545759 06/01/02 6.500 07/01/32 CUSIP - 31385JJC3	\$115.920	\$9,434.40	0.0%	\$8,405.78	\$1,028.62	\$529.02	5.6%
8,042.8100	FN 603476 09/01/01 6.500 09/01/31 CUSIP - 31388FMZ3	\$113.137	\$9,099.39	0.0%	\$8,133.29	\$966.10	\$522.78	5.7%
81.3900	FN 624298	\$99.859	\$81.28	0.0%	\$82.56	\$(1.28)	\$4.88	6.0%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est Annual Income	Est Yield
Fixed Income									

		02/01/02 6.000 02/01/17 CUSIP - 31389FRT1	\$102.775	\$1,114.55	0.0%	\$1,114.72	\$(0.07)	\$48.80	4.4%
1,084.5500	FN 639920	11/01/02 4.500 11/01/17 CUSIP - 31389Y4D0	\$113.137	\$6,049.16	0.0%	\$5,587.36	\$461.80	\$347.54	5.7%
5,346.7600	FN 653650	08/01/02 6.500 08/01/32 CUSIP - 31390REX7	\$102.623	\$15,127.80	0.0%	\$14,957.67	\$170.13	\$737.06	4.9%
14,741.1400	FN 748884	11/01/03 5.000 12/01/18 CUSIP - 31403G6V9	\$107.766	\$71,013.91	0.0%	\$71,116.46	\$(102.55)	\$2,965.34	4.2%
65,896.4000	FN 890289	02/01/11 4.500 02/01/41 CUSIP - 31410LC26	\$106.327	\$36,043.38	0.0%	\$34,126.31	\$1,917.07	\$1,694.93	4.7%
33,898.6100	FN 962289	03/01/08 5.000 03/01/23 CUSIP - 31414CRJ9	\$105.146	\$12,397.62	0.0%	\$12,109.57	\$288.05	\$707.45	5.7%
11,790.8600	FN 993022	10/01/08 6.000 10/01/23 CUSIP - 31415YD30	\$109.242	\$74,128.90	0.0%	\$75,237.02	\$(1,108.12)	\$3,392.88	4.6%
67,857.5100	FN AA1007	12/01/08 5.000 04/01/36 CUSIP - 31416JDM0	\$107.555	\$86,060.78	0.0%	\$86,804.42	\$(743.64)	\$3,600.70	4.2%
80,015.6000	FN AA3495	02/01/09 4.500 02/01/39 CUSIP - 31416L3D6	\$108.876	\$75,749.10	0.0%	\$77,139.88	\$(1,390.78)	\$3,478.69	4.6%
69,573.7390	FN AB0180	05/01/09 5.000 02/01/23 CUSIP - 31416VFW9	\$108.375	\$104,043.01	0.0%	\$103,683.01	\$360.00	\$4,320.13	4.2%
96,002.7800	FN AB1051								

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield		
Fixed Income											
163,650.2300		04/01/10 4.500 05/01/40 CUSIP - 31416WEZ1									
		FN AB7733	\$99.972	\$163,604.41	0.1%	\$164,251.14	\$(646.73)	\$4,909.51	3.0%		
648,114.9600		12/01/12 3.000 01/01/43 CUSIP - 31417ESX0									
		FN AC8280	\$108.972	\$706,263.83	0.3%	\$708,369.40	\$(2,105.57)	\$32,405.75	4.6%		
626,995.5900		12/01/09 5.000 05/01/39 CUSIP - 31417VFW8									
		FN MA2371	\$105.197	\$659,580.55	0.3%	\$669,317.78	\$(9,737.23)	\$25,079.82	3.8%		
24,201.8700		07/01/15 4.000 07/01/45 CUSIP - 31418BT55									
		FN AE5147	\$105.327	\$25,491.10	0.0%	\$25,389.25	\$101.85	\$968.07	3.8%		
100,000.0000		11/01/10 4.000 11/01/40 CUSIP - 31419FWH5									
		FEDEX CORP NT	\$108.504	\$108,504.00	0.0%	\$107,493.00	\$1,011.00	\$5,100.00	4.7%		
205,000.0000		01/09/14 5.100 01/15/44 CUSIP - 31428XAW6									
		FORD MOTOR COMPANY	\$101.050	\$207,152.50	0.1%	\$205,000.00	\$2,152.50	\$8,909.30	4.3%		
100,000.0000		12/08/16 4.346 12/08/26 OPT CALL 09/08/2026 @ 100.00 CUSIP - 345370CR9									
		FORD MTR CR CO LLC	\$100.743	\$100,743.00	0.0%	\$99,861.00	\$882.00	\$3,157.00	3.1%		
198,167.1400		08/04/15 3 157 08/04/20 CUSIP - 345397XK4									
		GAHR COML MTG TR 2015-NRF MTG PASS THRU CTF CL A-FL1 144A FLTG .440 12/15/2016 CUSIP - 36143WAA9	\$100.155	\$198,474.30	0.1%	\$197,990.48	\$483.82	\$2,873.42	1.4%		
59,235.7000		GN 796807X 02/01/12 5.000 02/15/42 CUSIP - 36177RR52	\$109.326	\$64,760.02	0.0%	\$65,446.18	\$(686.16)	\$2,961.79	4.6%		



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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	(continued)	
Fixed Income											
67,762.4260		GN MA1394M 10/01/13 VAR 10/20/43 CUSIP - 36179NRP5	\$103.281	\$69,985.71	0.0%	\$68,757.69	\$1,228.02	\$1,355.25	1.9%		
103,541.6500		GN 736520 04/01/10 4.500 04/15/40 CUSIP - 3620AQG56	\$108.499	\$112,341.65	0.0%	\$112,067.65	\$274.00	\$4,659.37	4.1%		
1,169.5100		GZ 2729 03/01/99 6.500 03/20/29 CUSIP - 36202DA68	\$115.096	\$1,346.06	0.0%	\$1,153.45	\$192.61	\$76.02	5.6%		
1,579.5000		GN 351416 01/01/94 7.000 01/15/24 CUSIP - 36203KK52	\$107.418	\$1,696.67	0.0%	\$1,357.40	\$339.27	\$110.57	6.5%		
855.1300		GN 410304 12/01/95 7.500 12/15/25 CUSIP - 36206FX98	\$108.278	\$925.92	0.0%	\$874.64	\$51.28	\$64.13	6.9%		
11,898.5100		GN 460832 05/01/98 7.000 05/15/28 CUSIP - 36208T4R8	\$108.665	\$12,929.52	0.0%	\$12,052.84	\$876.68	\$832.90	6.4%		
10,614.4000		GN 460941 11/01/97 7.000 11/15/27 CUSIP - 36208UBJ5	\$109.678	\$11,641.66	0.0%	\$10,775.27	\$866.39	\$743.01	6.4%		
2,238.7200		GN 486212 05/01/00 8.000 05/15/30 CUSIP - 36210ADR5	\$103.100	\$2,308.12	0.0%	\$2,224.92	\$83.20	\$179.10	7.8%		
3,517.1600		GN 531143 05/01/00 8.000 05/15/30 CUSIP - 36212EBL0	\$104.866	\$3,688.31	0.0%	\$3,560.04	\$128.27	\$281.37	7.6%		
2,884.5100		GN 544481 04/01/01 7.000 04/15/31 CUSIP - 36212U2N0	\$102.428	\$2,954.55	0.0%	\$2,922.36	\$32.19	\$201.92	6.8%		

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
230,000.0000		GENERAL ELEC CAP CORP MEDIUM 01/04/11 4.625 01/07/21 CUSIP - 36962G4Y7	\$108.581	\$249,736.30	0.1%	\$248,607.00	\$1,129.30	\$10,637.50	4.3%
100,000.0000		GENERAL MTRS FINL CO SR GLBL NT 05/09/16 3.700 05/09/23 CUSIP - 37045XBK1	\$98.399	\$98,399.00	0.0%	\$99,816.00	\$(1,417.00)	\$3,700.00	3.8%
50,000.0000		GEORGIA PWR COMPANY 03/06/12 4.300 03/15/42 CUSIP - 373334JW2	\$101.194	\$50,597.00	0.0%	\$49,317.50	\$1,279.50	\$2,150.00	4.2%
100,000.0000		GILEAD SCIENCES INC 11/17/14 4.500 02/01/45 CUSIP - 375558BA0	\$99.916	\$99,916.00	0.0%	\$110,422.50	\$(10,506.50)	\$4,500.00	4.5%
150,000.0000		GOLDMAN SACHS SR GLOBAL NT FIXED 09/27/16 2.350 11/15/21 CUSIP - 38145GAG5	\$97.156	\$145,734.00	0.1%	\$149,845.50	\$(4,111.50)	\$3,525.00	2.4%
405,000.0000		GOLDMAN SACHS GROUP INC 01/23/15 3.500 01/23/25 OPT CALL 10/23/2024 @ 100.00 CUSIP - 38148LAC0	\$98.670	\$399,613.50	0.2%	\$413,104.05	\$(13,490.55)	\$14,175.00	3.5%
100,000.0000		HEINZ H J CO 01/30/15 4.875 02/15/25 CUSIP - 423074AS2	\$107.878	\$107,878.00	0.0%	\$108,687.50	\$(809.50)	\$4,875.00	4.5%
135,000.0000		HOME DEPOT 02/12/16 2.000 04/01/21 CUSIP - 437076BL5	\$99.205	\$133,926.75	0.1%	\$134,519.40	\$(592.65)	\$2,700.00	2.0%
100,000.0000		HYUNDAI CAPITAL AMERICA 02/06/14 2.550 02/06/19 CUSIP - 44923QAJ3	\$100.585	\$100,585.00	0.0%	\$100,112.00	\$473.00	\$2,550.00	2.5%
75,000.0000		INGRAM MICRO INC 12/15/14 4.950 12/15/24	\$94.099	\$70,574.25	0.0%	\$75,262.00	\$(4,687.75)	\$3,712.50	5.3%



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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
(continued)									

CUSIP - 457153AG9

100,000.0000		INTERPUBLIC GROUP COS INC 11/08/12 3.750 02/15/23 CUSIP - 460690BK5	\$100.793	\$100,793.00	0.0%	\$97,963.00	\$2,830.00	\$3,750.00	3.7%
145,638.6400		INVITATION HOMES 05/30/14 VAR 06/17/31 SER 2014-SFR1 CL A CUSIP - 46186PAA1	\$99.637	\$145,109.97	0.1%	\$145,638.64	\$(528.67)	\$2,528.61	1.7%
415,000.0000		JPMORGAN CHASE & CO 01/23/15 3.125 01/23/25 OPT CALL 10/23/2024 @ 100.00 CUSIP - 46625HXC3	\$97.756	\$405,687.40	0.2%	\$414,078.70	\$(8,391.30)	\$12,968.75	3.2%
100,000.0000		JPMORGAN CHASE & CO 05/18/16 2.700 05/18/23 OPT CALL 03/18/2023 @ 100.00 CUSIP - 46625HRL6	\$97.839	\$97,839.00	0.0%	\$99,734.00	\$(1,895.00)	\$2,700.00	2.8%
20,175.4200		JPMC 2007 CIBC18 A4 3/01/2007 5.44 06/12/2047 CUSIP - 46629YAC3	\$99.931	\$20,161.50	0.0%	\$20,875.25	\$(713.75)	\$1,097.54	5.4%
100,000.0000		KIMCO RLTY CORP 04/24/14 3.200 05/01/21 CUSIP - 49446RAL3	\$101.530	\$101,530.00	0.0%	\$101,158.00	\$372.00	\$3,200.00	3.2%
100,000.0000		KINDER MORGAN INC DEL 11/26/14 5.550 06/01/45 CUSIP - 49456BAH4	\$105.177	\$105,177.00	0.0%	\$93,185.50	\$11,991.50	\$5,550.00	5.3%
75,000.0000		KROGER CO SR NT 03/27/08 6.900 04/15/38 CUSIP - 50104CK5	\$127.865	\$95,898.75	0.0%	\$106,201.50	\$(10,302.75)	\$5,175.00	5.4%
50,000.0000		L-3 COMMUNICATIONS CORP SR GLBL 12/05/16 3.850 12/15/26 CUSIP - 502413BE6	\$99.401	\$49,700.50	0.0%	\$49,744.50	\$(44.00)	\$1,925.00	3.9%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
100,000.0000		LLOYDS BANKING GROUP PLC 11/04/16 4.582 12/10/25 CUSIP - 539439AM1	\$100.483	\$100,483.00	0.0%	\$101,965.00	\$(1,482.00)	\$4,582.00	4.6%
100,000.0000		MACYS RETAIL HLDGS INC 11/19/12 2.875 02/15/23 CUSIP - 55616XAH0	\$95.170	\$95,170.00	0.0%	\$94,238.50	\$931.50	\$2,875.00	3.0%
75,000.0000		MEDTRONIC INC 03/15/15 3.150 03/15/22 CUSIP - 585055BR6	\$102.422	\$76,816.50	0.0%	\$74,843.25	\$1,973.25	\$2,362.50	3.1%
25,000.0000		MEDTRONIC INC 03/15/15 4.625 03/15/45 CUSIP - 585055BU9	\$108.142	\$27,035.50	0.0%	\$28,138.00	\$(1,102.50)	\$1,156.25	4.3%
120,000.0000		MICROSOFT CORP 02/12/15 3.750 02/12/45 CUSIP - 594918BD5	\$93.775	\$112,530.00	0.0%	\$119,336.40	\$(6,806.40)	\$4,500.00	4.0%
100,000.0000		MIZUHO FINL GROUP INC 09/13/16 2.273 09/13/21 CUSIP - 60687YAE9	\$97.102	\$97,102.00	0.0%	\$100,000.00	\$(2,898.00)	\$2,273.00	2.3%
220,000.0000		MORGAN STANLEY NT 04/25/13 2.125 04/25/18 CUSIP - 6174467U7	\$100.398	\$220,875.60	0.1%	\$219,820.30	\$1,055.30	\$4,675.00	2.1%
100,000.0000		MORGAN STANLEY 10/23/12 4.875 11/01/22 CUSIP - 6174824M3	\$107.174	\$107,174.00	0.0%	\$103,025.00	\$4,149.00	\$4,875.00	4.5%
90,000.0000		MORGAN STANLEY 10/23/14 3.700 10/23/24 CUSIP - 61761JVL0	\$101.191	\$91,071.90	0.0%	\$89,843.40	\$1,228.50	\$3,330.00	3.7%
100,000.0000		NEWELL RUBBERMAID INC SR NT 03/30/16 3.850 04/01/23 CUSIP - 651229AV8	\$103.731	\$103,731.00	0.0%	\$101,639.00	\$2,092.00	\$3,850.00	3.7%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
100,000.0000		NEWMONT MINING CORP 09/18/09 6.250 10/01/39 CUSIP - 651639AM8	\$110.016	\$110,016.00	0.0%	\$106,679.75	\$3,336.25	\$6,250.00	5.7%
75,000.0000		NIPPON LIFE INS CO BDS 10/16/14 VAR 10/16/44 FIX TO VARIABLE BOND CUSIP - 654579AD3	\$103.125	\$77,343.75	0.0%	\$75,000.00	\$2,343.75	\$3,825.00	4.9%
100,000.0000		OMNICOM GROUP INC 10/29/14 3.650 11/01/24 CUSIP - 681919BA3	\$100.581	\$100,581.00	0.0%	\$99,595.25	\$985.75	\$3,650.00	3.6%
100,000.0000		ONCOR ELEC DELIVERY CO LLC 12/01/14 2.150 06/01/19 CUSIP - 68233JAX2	\$100.203	\$100,203.00	0.0%	\$101,203.00	\$(1,000.00)	\$2,150.00	2.1%
245,000.0000		ORACLE CORP 07/08/14 3.400 07/08/24 CUSIP - 68389XAU9	\$101.891	\$249,632.95	0.1%	\$253,312.60	\$(3,679.65)	\$8,330.00	3.3%
50,000.0000		ORACLE CORP 07/08/14 4.300 07/08/34 CUSIP - 68389XAV7	\$103.398	\$51,699.00	0.0%	\$53,774.50	\$(2,075.50)	\$2,150.00	4.2%
100,000.0000		ORACLE CORP SR NT 07/07/16 2.650 07/15/26 CUSIP - 68389XBM6	\$94.921	\$94,921.00	0.0%	\$99,624.00	\$(4,703.00)	\$2,650.00	2.8%
25,000.0000		PNC FINL SVCS GROUP INC SUB NT 04/28/14 3.900 04/29/24 OPT CALL 03/29/2024 @ 100.00 CUSIP - 693475AP0	\$102.510	\$25,627.50	0.0%	\$24,934.25	\$693.25	\$975.00	3.8%
75,000.0000		PNC BANK NA 10/22/12 2.700 11/01/22 CUSIP - 69349LAG3	\$98.442	\$73,831.50	0.0%	\$68,355.75	\$5,475.75	\$2,025.00	2.7%
50,000.0000		PACKAGING CORP AMER	\$103.134	\$51,567.00	0.0%	\$51,671.00	\$(104.00)	\$1,950.00	3.8%

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Fixed Income									
		06/26/12 3.900 06/15/22 CUSIP - 695156AP4							
50,000.0000		PEPSICO INC SR NT 10/22/14 4.250 10/22/44 CUSIP - 713448CQ9	\$103.273	\$51,636.50	0.0%	\$53,702.50	\$(2,066.00)	\$2,125.00	4.1%
100,000.0000		PERNOD RICARD S A 06/08/16 3.250 06/08/26 CUSIP - 714264AM0	\$95.953	\$95,953.00	0.0%	\$98,131.00	\$(2,178.00)	\$3,250.00	3.4%
100,000.0000		PHILLIPS 66 11/17/14 4.650 11/15/34 CUSIP - 718546AK0	\$104.092	\$104,092.00	0.0%	\$108,228.00	\$(4,136.00)	\$4,650.00	4.5%
100,000.0000		PLAINS ALL AMERICAN PIPELINE 09/09/14 3.600 11/01/24 CUSIP - 72650RBF8	\$95.751	\$95,751.00	0.0%	\$99,151.50	\$(3,400.50)	\$3,600.00	3.8%
250,000.0000		RBS COML FDG INC 12/01/13 VAR 01/13/24 SER 2013-GSP CL A CUSIP - 74932QAA8	\$104.808	\$262,020.00	0.1%	\$247,319.00	\$14,701.00	\$9,584.00	3.7%
50,000.0000		REPUBLIC SVCS 05/21/12 3.550 06/01/22 CUSIP - 760759AP5	\$103.880	\$51,940.00	0.0%	\$50,998.00	\$942.00	\$1,775.00	3.4%
20,255.1400		SLC PRIVATE STUDENT LN TR 03/11/10 VAR 07/15/42 SER 2010-B CL A1 CUSIP - 78444VAA9	\$101.444	\$20,547.62	0.0%	\$20,255.14	\$292.48	\$860.84	4.2%
100,000.0000		SANTANDER UK PLC 11/07/13 5.000 11/07/23 144A CUSIP - 80283LAA1	\$101.732	\$101,732.00	0.0%	\$105,583.50	\$(3,851.50)	\$5,000.00	4.9%
50,000.0000		SCHLUMBERGER HLDGS CORP 12/21/15 4.000 12/21/25	\$104.799	\$52,399.50	0.0%	\$49,967.50	\$2,432.00	\$2,000.00	3.8%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	(continued)	
Fixed Income											
		CUSIP - 806851AG6									
125,000.0000		SHELL INTL FIN B V 05/10/16 4.000 05/10/46 CUSIP - 822582BQ4	\$95.626	\$119,532.50	0.0%	\$122,747.50	\$(3,215.00)	\$5,000.00	4.2%		
165,000.0000		SHIRE ACQUISITIONS INVTS IRELA 09/23/16 3.200 09/23/26 CUSIP - 824811AD1	\$93.434	\$154,166.10	0.1%	\$164,803.65	\$(10,637.55)	\$5,280.00	3.4%		
75,000.0000		SIMON PPTY GROUP LP NT 01/21/14 2.200 02/01/19 CUSIP - 828807CQ8	\$100.813	\$75,609.75	0.0%	\$74,857.50	\$752.25	\$1,650.00	2.2%		
95,000.0000		SIMON PPTY GROUP LP SR NT 01/13/16 2.500 07/15/21 CUSIP - 828807CX3	\$100.095	\$95,090.25	0.0%	\$94,922.10	\$168.15	\$2,375.00	2.5%		
50,000.0000		SOUTH CAROLINA ELEC & GAS CO 06/13/16 4.100 06/15/46 CUSIP - 837004CK4	\$98.983	\$49,491.50	0.0%	\$49,897.00	\$(405.50)	\$2,050.00	4.1%		
50,000.0000		SOUTHERN CO 05/24/16 1.550 07/01/18 CUSIP - 842587CN5	\$99.628	\$49,814.00	0.0%	\$49,964.50	\$(150.50)	\$775.00	1.6%		
335,000.0000		SOUTHERN CO 05/24/16 3.250 07/01/26 CUSIP - 842587CV7	\$97.323	\$326,032.05	0.1%	\$333,787.30	\$(7,755.25)	\$10,887.50	3.3%		
50,000.0000		SPECTRA ENERGY PARTNERS LP 03/12/15 3.500 03/15/25 CUSIP - 84756NAF6	\$97.673	\$48,836.50	0.0%	\$50,969.25	\$(2,132.75)	\$1,750.00	3.6%		
100,107.6430	SHMDX	STONE HBR INVT FDS EMRG MKT (INCOME INVESTMENT) CUSIP - 861647105	\$10.120	\$1,013,089.35	0.4%	\$1,037,802.52	\$(24,713.17)	\$68,073.20	6.7%		
129,725.1370	SHMDX	STONE HBR INVT FDS EMRG MKT CUSIP - 861647105	\$10.120	\$1,312,818.39	0.5%	\$1,397,477.30	\$(84,658.91)	\$88,213.09	6.7%		

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
202,755.2820	SHHYX	STONE HBR INVT FDS HI YLD BD FD CUSIP - 861647204	\$8.180	\$1,658,538.21	0.7%	\$1,877,724.30	\$(219,186.09)	\$93,267.43	5.6%
315,374.4920	SHHYX	STONE HBR INVT FDS HI YLD BD FD (INCOME INVESTMENT) CUSIP - 861647204	\$8.180	\$2,579,763.34	1.0%	\$2,859,061.81	\$(279,298.47)	\$145,072.27	5.6%
50,000.0000		SYNCHRONY FINL SR GLBL NT 08/04/16 3.700 08/04/26 CUSIP - 871658AL7	\$96.127	\$48,063.50	0.0%	\$49,851.00	\$(1,787.50)	\$1,850.00	3.8%
249,479.6300		TRU TR 2016-TOYS 11/03/16 VAR 11/15/30 SER 2016-TOYS CL A CUSIP - 87266TAA0	\$99.730	\$248,806.03	0.1%	\$249,479.63	\$(673.60)	\$6,960.48	2.8%
100,000.0000		TENCENT HLDGS LTD MTN 02/11/15 3.800 02/11/25 CUSIP - 88032WAD8	\$101.295	\$101,295.00	0.0%	\$99,605.00	\$1,690.00	\$3,800.00	3.8%
150,000.0000		TEVA PHARMACEUTICALS 07/21/16 2.200 07/21/21 CUSIP - 88167AAC5	\$95.669	\$143,503.50	0.1%	\$149,752.50	\$(6,249.00)	\$3,300.00	2.3%
120,000.0000		TEVA PHARMACEUTICAL FIN III 07/21/16 4.100 10/01/46 CUSIP - 88167AAF8	\$85.686	\$102,823.20	0.0%	\$119,000.40	\$(16,177.20)	\$4,920.00	4.8%
95,000.0000		THOMSON REUTERS CORP SR NT 05/09/16 3.350 05/15/26 CUSIP - 884903BV6	\$97.142	\$92,284.90	0.0%	\$94,591.50	\$(2,306.60)	\$3,182.50	3.4%
260,000.0000		3M CO 09/19/16 2.250 09/19/26 CUSIP - 88579YAV3	\$93.867	\$244,054.20	0.1%	\$258,707.80	\$(14,653.60)	\$5,850.00	2.4%
75,000.0000		TIME WARNER INC NEW 06/04/15 3.600 07/15/25 CUSIP - 887317AW5	\$99.440	\$74,580.00	0.0%	\$74,820.00	\$(240.00)	\$2,700.00	3.6%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
77,621.1600		TOWD PT MTG TR 2015-5 10/01/15 VAR 05/25/55 SER 2015-5 CL A1B CUSIP - 89171VAK3	\$100.128	\$77,720.81	0.0%	\$77,757.96	\$(37.15)	\$2,134.58	2.7%
65,493.1600		TOWD PT MTG TR 2015-3 07/01/15 VAR 03/25/54 CUSIP - 89172HAK3	\$100.760	\$65,990.99	0.0%	\$65,514.75	\$476.24	\$1,964.79	3.0%
210,000.0000		TOYOTA MTR CR CORP MEDIUM TERM 10/05/12 1.250 10/05/17 CUSIP - 89233P6S0	\$99.987	\$209,972.70	0.1%	\$209,878.20	\$94.50	\$2,625.00	1.3%
100,000.0000		TRANS-CANADA PIPELINES 01/27/16 4.875 01/15/26 CUSIP - 89352HAT6	\$111.114	\$111,114.00	0.0%	\$99,581.00	\$11,533.00	\$4,875.00	4.4%
150,000.0000		1211 AVE OF THE AMERS TR 08/01/15 3.9005 08/10/25 SER 2015-1211 CL A1A2 CUSIP - 90117PAC9	\$104.724	\$157,086.00	0.1%	\$154,499.10	\$2,586.90	\$5,850.75	3.7%
70,000.0000		21ST CENTY FOX AMER INC 04/01/15 6.650 11/15/37 CUSIP - 90131HBL8	\$123.056	\$86,139.20	0.0%	\$71,975.40	\$14,163.80	\$4,655.00	5.4%
190,000.0000		US TREASURY N/B 08/17/98 5.500 08/15/28 CUSIP - 912810FE3	\$129.469	\$245,991.10	0.1%	\$243,067.17	\$2,923.93	\$10,450.00	4.2%
		TSY INFL IX N/B 04/15/99 3.875 04/15/29 CUSIP - 912810FH6	\$200.306		0.0%	\$17,752.50	\$(17,752.50)		
660,000.0000		TSY INFL IX N/B 01/31/06 2.000 01/15/26 CUSIP - 912810FS2	\$136.633	\$901,782.42	0.4%	\$897,764.34	\$4,018.08	\$13,200.00	1.5%
330,000.0000		US TREASURY N/B	\$126.531	\$417,552.30	0.2%	\$432,417.34	\$(14,865.04)	\$14,850.00	3.6%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est Annual Income	Est Yield
Fixed Income									
		02/15/06 4.500 02/15/36 CUSIP - 912810FT0							
265,000.0000		UNITED STATES TREAS BDS 02/18/14 3.625 02/15/44 CUSIP - 912810RE0	\$110.840	\$293,726.00	0.1%	\$277,939.54	\$15,786.46	\$9,606.25	3.3%
140,000.0000		US TREASURY BD 05/15/14 3.375 05/15/44 CUSIP - 912810RG5	\$106.043	\$148,460.20	0.1%	\$151,593.34	\$(3,133.14)	\$4,725.00	3.2%
115,000.0000		UNITED STATES TREAS BDS 02/15/15 2.500 02/15/45 CUSIP - 912810RK6	\$89.074	\$102,435.10	0.0%	\$101,735.03	\$700.07	\$2,875.00	2.8%
275,000.0000		UNITED STATES TREAS BDS 11/16/15 3.000 11/15/45 CUSIP - 912810RP5	\$98.633	\$271,240.75	0.1%	\$293,390.63	\$(22,149.88)	\$8,250.00	3.0%
295,000.0000		US TREASURY NT 10/31/14 1.500 10/31/19 CUSIP - 912828F62	\$100.242	\$295,713.90	0.1%	\$294,755.68	\$958.22	\$4,425.00	1.5%
200,000.0000		UNITED STATES TREAS NTS 12/31/14 1.625 12/31/19 CUSIP - 912828G95	\$100.492	\$200,984.00	0.1%	\$199,492.86	\$1,491.14	\$3,250.00	1.6%
640,000.0000		US TREASURY NOTE 02/02/15 1.250 01/31/20 CUSIP - 912828H52	\$99.266	\$635,302.40	0.2%	\$629,791.00	\$5,511.40	\$8,000.00	1.3%
155,000.0000		UNITED STATES TREAS NTS 02/15/15 1.000 02/15/18 CUSIP - 912828H94	\$100.035	\$155,054.25	0.1%	\$154,656.18	\$398.07	\$1,550.00	1.0%
10,000.0000		UNITED STATES TREAS NTS 02/15/15 2.000 02/15/25 CUSIP - 912828J27	\$97.328	\$9,732.80	0.0%	\$9,878.55	\$(145.75)	\$200.00	2.1%
135,000.0000		UNITED STATES TREAS NTS	\$96.867	\$130,770.45	0.1%	\$137,563.43	\$(6,792.98)	\$2,700.00	2.1%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
		08/15/15 2.000 08/15/25 CUSIP - 912828K74							
185,000.0000		UNITED STATES TREAS NTS 10/31/15 1.375 10/31/20 CUSIP - 912828L99	\$98.773	\$182,730.05	0.1%	\$183,610.97	\$(880.92)	\$2,543.75	1.4%
515,000.0000		UNITED STATES TREASURY NOTE 02/15/16 0.750 02/15/19 CUSIP - 912828P53	\$99.004	\$509,870.60	0.2%	\$511,266.85	\$(1,396.25)	\$3,862.50	0.8%
400,000.0000		UNITED STATES TREAS NTS 02/29/16 1.125 02/28/21 CUSIP - 912828P87	\$97.301	\$389,204.00	0.2%	\$402,031.25	\$(12,827.25)	\$4,500.00	1.2%
725,000.0000		UNITED STATES TREAS NTS 05/15/11 3.125 05/15/21 CUSIP - 912828QN3	\$105.379	\$763,997.75	0.3%	\$810,785.16	\$(46,787.41)	\$22,656.25	3.0%
355,000.0000		UNITED STATES TREAS NTS 03/31/16 1.500 03/31/23 CUSIP - 912828Q29	\$96.086	\$341,105.30	0.1%	\$351,576.22	\$(10,470.92)	\$5,325.00	1.6%
800,000.0000		US TREASURY N/B 11/15/11 2.000 11/15/21 CUSIP - 912828RR3	\$100.277	\$802,216.00	0.3%	\$812,218.74	\$(10,002.74)	\$16,000.00	2.0%
2,030,000.0000		UNITED STATES TREAS NTS 05/15/16 1.625 05/15/26 CUSIP - 912828R36	\$93.250	\$1,892,975.00	0.7%	\$2,040,654.73	\$(147,679.73)	\$32,987.50	1.7%
415,000.0000		UNITED STATES TREAS NTS 06/30/12 0.750 06/30/17 CUSIP - 912828TB6	\$100.051	\$415,211.65	0.2%	\$418,227.37	\$(3,015.72)	\$3,112.50	0.7%
135,000.0000		US TREASURY N/B 07/31/12 0.500 07/31/17 CUSIP - 912828TG5	\$99.898	\$134,862.30	0.1%	\$133,972.13	\$890.17	\$675.00	0.5%
625,000.0000		UNITED STATES TREAS NTS	\$99.621	\$622,631.25	0.2%	\$618,455.22	\$4,176.03	\$8,593.75	1.4%

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PORTFOLIO POSITIONS (continued)										
Fixed Income (continued)										

550,000.0000			01/31/13 1.375 01/31/20 CUSIP - 912828UL2	\$99.766	\$548,713.00	0.2%	\$550,580.08	\$(1,867.08)	\$4,125.00	0.8%
			UNITED STATES TREAS NTS							
			02/28/13 0.750 02/28/18 CUSIP - 912828UR9							
105,000.0000			UNITED STATES TREAS NTS	\$100.469	\$105,492.45	0.0%	\$104,573.79	\$918.66	\$1,443.75	1.4%
			07/01/13 1.375 06/30/18 CUSIP - 912828VK3							
425,000.0000			UNITED STATES TREAS NTS	\$103.297	\$439,012.25	0.2%	\$423,975.13	\$15,037.12	\$11,687.50	2.7%
			11/15/13 2.750 11/15/23 CUSIP - 912828WE6							
215,000.0000			US TREASURY NT	\$100.047	\$215,101.05	0.1%	\$214,471.43	\$629.62	\$3,493.75	1.6%
			06/30/15 1.625 06/30/20 CUSIP - 912828XH8							
500,000.0000			TSY INFL IX N/B	\$100.937	\$504,688.00	0.2%	\$492,043.41	\$12,644.59	\$1,875.00	0.4%
			07/15/15 0.375 07/15/25 CUSIP - 912828XL9							
610,000.0000			US TREASURY NT	\$99.934	\$609,597.40	0.2%	\$617,758.88	\$(8,161.48)	\$9,912.50	1.6%
			07/31/15 1.625 07/31/20 CUSIP - 912828XM7							
805,000.0000			UNITED STATES TREAS NTS	\$91.973	\$740,382.65	0.3%	\$756,518.45	\$(16,135.80)	\$12,075.00	1.6%
			08/15/16 1.500 08/15/26 CUSIP - 912828A7							
200,000.0000			VERIZON COMMUNICATIONS INC	\$114.858	\$229,716.00	0.1%	\$220,348.00	\$9,368.00	\$12,000.00	5.2%
			03/28/11 6.000 04/01/41 CUSIP - 92343VAW4							
75,000.0000			VERIZON COMMUNICATIONS INC	\$110.574	\$82,930.50	0.0%	\$86,244.00	\$(3,313.50)	\$3,862.50	4.7%
			09/18/13 5.150 09/15/23 CUSIP - 92343VBR4							
50,000.0000			VERIZON COMMUNICATIONS INC	\$95.930	\$47,965.00	0.0%	\$49,782.00	\$(1,817.00)	\$875.00	1.8%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
		08/01/16 1.750 08/15/21 CUSIP - 92343VDG6							
75,000.0000		VIACOM INC NEW 10/04/16 3.450 10/04/26 CUSIP - 92553PBB7	\$92.420	\$69,315.00	0.0%	\$74,610.75	\$(5,295.75)	\$2,587.50	3.7%
190,000.0000		VISA INC SR GLBL NT 12/14/15 4.300 12/14/45 CUSIP - 92826CAF9	\$105.551	\$200,546.90	0.1%	\$189,682.70	\$10,864.20	\$8,170.00	4.1%
460,000.0000		WAL-MART STORES 08/24/07 5.800 02/15/18 CUSIP - 931142CJ0	\$104.877	\$482,434.20	0.2%	\$489,320.40	\$(6,886.20)	\$26,680.00	5.5%
250,000.0000		WELLS FARGO & CO 09/09/14 3.300 09/09/24 CUSIP - 94974BGA2	\$98.975	\$247,437.50	0.1%	\$255,787.00	\$(8,349.50)	\$8,250.00	3.3%
200,000.0000		WELLS FARGO & CO 07/25/16 2.100 07/26/21 CUSIP - 949746SA0	\$97.306	\$194,612.00	0.1%	\$199,812.00	\$(5,200.00)	\$4,200.00	2.2%
50,000.0000		WESTERN GAS PARTNERS LP 03/11/14 5.450 04/01/44 CUSIP - 958254AD6	\$102.996	\$51,498.00	0.0%	\$51,388.00	\$110.00	\$2,725.00	5.3%
100,000.0000		WISCONSIN ENERGY CORP 06/10/15 2.450 06/15/20 CUSIP - 976657AK2	\$100.065	\$100,065.00	0.0%	\$100,186.25	\$(121.25)	\$2,450.00	2.4%
Fixed Income - Total				\$46,003,156.18	18.1%	\$46,878,855.61	\$(875,699.43)	\$1,584,183.38	3.4%



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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
8,575.0000	AXS	AXIS CAPITAL HOLDINGS LTD CUSIP - G0692U109	\$65.270	\$559,690.25	0.2%	\$415,938.50	\$143,751.75	\$13,034.00	2.3%
3,300.0000	BG	BUNGE LTD CUSIP - G16962105	\$72.240	\$238,392.00	0.1%	\$208,201.39	\$30,190.61	\$5,544.00	2.3%
900.0000	RE	EVEREST RE GROUP LTD CUSIP - G3223R108	\$216.400	\$194,760.00	0.1%	\$97,588.20	\$97,171.80	\$4,500.00	2.3%
1,000.0000	MNK	MALLINCKRODT PUB LTD CO SHS ISIN# IE008BGT3753 SEDOL# BBUTYC4 CUSIP - G5785G107	\$49.820	\$49,820.00	0.0%	\$56,654.20	\$(6,834.20)		
4,000.0000	NE	NOBLE CORP PLC ISIN# GB00BFG3KF26 SEDOL# BFG3KF2 CUSIP - G65431101	\$5.920	\$23,680.00	0.0%	\$135,875.84	\$(112,195.84)	\$320.00	1.4%
13,675.0000	STX	SEAGATE TECHNOLOGY PLC SHS CUSIP - G7945M107	\$38.170	\$521,974.75	0.2%	\$272,719.02	\$249,255.73	\$34,461.00	6.6%
3,900.0000	VR	VALIDUS HOLDING LTD CUSIP - G9319H102	\$55.010	\$214,539.00	0.1%	\$106,135.88	\$108,403.12	\$5,460.00	2.5%
20,650.0000	UBS	UBS GROUP AG SHS CUSIP - H42097107	\$15.670	\$323,585.50	0.1%	\$331,457.53	\$(7,872.03)	\$14,124.60	4.4%
9,430.0000	SSYS	STRATASYS LTD CUSIP - M85548101	\$16.540	\$155,972.20	0.1%	\$370,869.81	\$(214,897.61)		
15,725.0000	MBLY	MOBILEYE N V AMSTEVEEN ORD SEDOL# BPBFT01 ISIN# NL0010831061 CUSIP - NS1488117	\$38.120	\$599,437.00	0.2%	\$850,029.14	\$(250,592.14)		
16,300.0000	DHT	DHT HOLDINGS INC CUSIP - Y2065G121	\$4.140	\$67,482.00	0.0%	\$121,340.84	\$(53,858.84)	\$1,304.00	1.9%
2,300.0000	AFL	AFLAC INC	\$69.600	\$160,080.00	0.1%	\$111,318.18	\$48,761.82	\$3,956.00	2.5%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
(continued)									
Equities									
		CUSIP - 001055102							
2,900.0000	AGCO	AGCO CORP	\$57.860	\$167,794.00	0.1%	\$149,314.99	\$18,479.01	\$1,508.00	0.9%
		CUSIP - 001084102							
8,135.0000	T	AT&T INC	\$42.530	\$345,981.55	0.1%	\$213,114.74	\$132,866.81	\$15,944.60	4.6%
		CUSIP - 00206R102							
2,900.0000	AAN	AARON RENTS INC	\$31.990	\$92,771.00	0.0%	\$87,829.54	\$4,941.46	\$319.00	0.3%
		CL A							
		CUSIP - 002535300							
7,200.0000	ABT	ABBOTT LABS	\$38.410	\$276,552.00	0.1%	\$260,524.48	\$16,027.52	\$7,632.00	2.8%
		CUSIP - 002824100							
5,400.0000	ABBV	ABBVIE INC	\$62.620	\$338,148.00	0.1%	\$265,110.63	\$73,037.37	\$13,824.00	4.1%
		CUSIP - 00287Y109							
847.0000	AYI	ACUTTY BRANDS (HLDG COMPANY) INC	\$230.860	\$195,538.42	0.1%	\$151,406.84	\$44,131.58	\$440.44	0.2%
		CUSIP - 00508Y102							
16,175.0000	ADBE	ADOBE SYS INC	\$102.950	\$1,665,216.25	0.7%	\$1,150,878.75	\$514,337.50		
		CUSIP - 00724F101							
8,384.0000	ABCO	ADVISORY BRD CO	\$33.250	\$278,768.00	0.1%	\$439,303.74	\$(160,535.74)		
		CUSIP - 00762W107							
6,887.0000	ACM	AECOM	\$36.360	\$250,411.32	0.1%	\$142,662.72	\$107,748.60		
		CUSIP - 00766T100							
1,600.0000	AET	AETNA INC	\$124.010	\$198,416.00	0.1%	\$42,656.10	\$155,759.90	\$1,600.00	0.8%
		CUSIP - 00817Y108							
14,478.0000	AMRI	ALBANY MOLECULAR RESH INC	\$18.760	\$271,607.28	0.1%	\$246,987.52	\$24,619.76		
		CUSIP - 012423109							
10,675.0000	ALXN	ALEXION PHARMACEUTICALS INC	\$122.350	\$1,306,086.25	0.5%	\$925,368.27	\$380,717.98		
		CUSIP - 015351109							
20,200.0000	BABA	ALIBABA GROUP HLDG LTD	\$87.810	\$1,773,762.00	0.7%	\$1,763,464.72	\$10,297.28		
		SPONSORED ADS							

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est Annual Income	Est Yield
Equities									
		CUSIP - 01609W102							
4,000.0000	ALL	ALLSTATE CORP	\$74.120	\$296,480.00	0.1%	\$168,136.82	\$128,343.18	\$5,280.00	1.8%
		CUSIP - 020002101							
1,099.0000	GOOG	ALPHABET INC CAP STK CL C	\$771.820	\$848,230.18	0.3%	\$337,233.30	\$510,996.88		
		CUSIP - 02079K107							
2,400.0000	GOOGL	ALPHABET INC	\$792.450	\$1,901,880.00	0.7%	\$522,328.04	\$1,379,551.96		
		CAP STK CL A							
		CUSIP - 02079K305							
2,875.0000	AMZN	AMAZON.COM INC	\$749.870	\$2,155,876.25	0.8%	\$1,529,515.06	\$626,361.19		
		CUSIP - 023135106							
3,600.0000	AAL	AMERICAN AIRLINES GROUP INC	\$46.690	\$168,084.00	0.1%	\$130,877.89	\$37,206.11	\$1,440.00	0.9%
		CUSIP - 02376R102							
1,900.0000	AEP	AMERICAN ELEC PWR INC	\$62.960	\$119,624.00	0.0%	\$60,499.56	\$59,124.44	\$4,484.00	3.7%
		CUSIP - 025537101							
6,950.0000	AIG	AMERICAN INTL GROUP INC	\$65.310	\$453,904.50	0.2%	\$214,183.84	\$239,720.66	\$8,896.00	2.0%
		CUSIP - 026874784							
1,800.0000	AMP	AMERIPRISE FINANCIAL INC	\$110.940	\$199,692.00	0.1%	\$65,672.92	\$134,019.08	\$5,400.00	2.7%
		CUSIP - 03076C106							
2,100.0000	AMGN	AMGEN INC	\$146.210	\$307,041.00	0.1%	\$104,206.13	\$202,834.87	\$9,660.00	3.1%
		CUSIP - 031162100							
1,900.0000	ANTM	ANTHEM INC	\$143.770	\$273,163.00	0.1%	\$113,550.44	\$159,612.56	\$4,940.00	1.8%
		CUSIP - 036752103							
4,100.0000	ADM	ARCHER DANIELS MIDLAND CO	\$45.650	\$187,165.00	0.1%	\$106,095.62	\$81,069.38	\$4,920.00	2.6%
		CUSIP - 039483102							
13,917.0000	ACAT	ARCTIC CAT INC	\$15.020	\$209,033.34	0.1%	\$194,980.38	\$14,052.96	\$6,958.50	3.3%
		COM							
		CUSIP - 039670104							
7,523.0000	AFI	ARMSTRONG FLOORING INC	\$19.910	\$149,782.93	0.1%	\$101,373.28	\$48,409.65		

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Equities									
		CUSIP - 04238R106							
12,974.0000	APAM	ARTISAN PARTNERS ASSET MGMT CL A	\$29.750	\$385,976.50	0.2%	\$462,705.03	\$(76,728.53)	\$31,137.60	8.1%
		CUSIP - 04316A108							
7,257.0000	ABG	ASBURY AUTOMOTIVE GROUP	\$61.700	\$447,756.90	0.2%	\$394,811.80	\$52,945.10		
		CUSIP - 043436104							
2,500.0000	AIZ	ASSURANT INC	\$92.860	\$232,150.00	0.1%	\$95,270.45	\$136,879.55	\$5,300.00	2.3%
		CUSIP - 04621X108							
9,000.0000	ATHN	ATHENAHEALTH INC	\$105.170	\$946,530.00	0.4%	\$940,143.84	\$6,386.16		
		CUSIP - 04685W103							
35,728.0000	AVID	AVID TECHNOLOGY INC COM	\$4.400	\$157,203.20	0.1%	\$252,981.76	\$(95,778.56)		
		CUSIP - 05367P100							
13,125.0000	AVT	AVNET INC	\$47.610	\$624,881.25	0.2%	\$466,173.75	\$158,707.50	\$8,925.00	1.4%
		CUSIP - 053807103							
3,900.0000	BBT	B B & T CORPORATION	\$47.020	\$183,378.00	0.1%	\$120,176.12	\$63,201.88	\$4,680.00	2.6%
		CUSIP - 054937107							
10,185.0000	BP	BP PLC ADR	\$37.380	\$380,715.30	0.1%	\$417,649.28	\$(36,933.98)	\$24,240.30	6.4%
		CUSIP - 055622104							
7,800.0000	BIDU	BAIDU INC ADR	\$164.410	\$1,282,398.00	0.5%	\$954,422.74	\$327,975.26		
		CUSIP - 056752108							
9,273.0000	BXS	BANCORPSOUTH INC	\$31.050	\$287,926.65	0.1%	\$218,547.09	\$69,379.56	\$4,636.50	1.6%
		CUSIP - 059692103							
48,225.0000	BAC	BANK AMER CORP	\$22.100	\$1,065,772.50	0.4%	\$710,889.69	\$354,882.81	\$14,467.50	1.4%
		CUSIP - 060505104							
23,529.0000	BBG	BILL BARRETT CORP	\$6.990	\$164,467.71	0.1%	\$122,205.34	\$42,262.37		
		CUSIP - 06846N104							

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Equities									
6,195.0000	BECN	BEACON ROOFING SUPPLY INC CUSIP - 073685109	\$46.070	\$285,403.65	0.1%	\$173,374.87	\$112,028.78		
2,700.0000	BIG	BIG LOTS INC CUSIP - 089302103	\$50.210	\$135,567.00	0.1%	\$85,536.00	\$50,031.00	\$2,268.00	1.7%
11,675.0000	BMRN	BIOMARIN PHARM INC COMMON CUSIP - 09061G101	\$82.840	\$967,157.00	0.4%	\$642,945.04	\$324,211.96		
2,850.0000	BIB	BIOGEN INC CUSIP - 09062X103	\$283.580	\$808,203.00	0.3%	\$528,921.13	\$279,281.87		
3,130.0000	TECH	BIO-TECHNE CORP CUSIP - 09073M104	\$102.830	\$321,857.90	0.1%	\$225,464.54	\$96,393.36	\$4,006.40	1.2%
6,073.0000	HAWK	BLACKHAWK NETWORK HOLDINGS, INC COMMON STOCK CUSIP - 09238E104	\$37.675	\$228,800.28	0.1%	\$215,543.67	\$13,256.61		
1,162,294.9040	WBIX	WILLIAM BLAIR INST INTL GROWTH CUSIP - 093001352	\$14.550	\$16,911,390.85	6.7%	\$18,066,469.17	\$(1,155,078.32)	\$194,103.25	1.1%
29,250.5350	WBIX	WILLIAM BLAIR INST INTL GROWTH (INCOME INVESTMENT) CUSIP - 093001352	\$14.550	\$425,595.28	0.2%	\$446,822.74	\$(21,227.46)	\$4,884.84	1.1%
6,111.0000	BOBE	BOB EVANS FARMS INC CUSIP - 096761101	\$53.210	\$325,166.31	0.1%	\$263,711.34	\$61,454.97	\$8,310.96	2.6%
1,500.0000	BA	BOEING CO CUSIP - 097023105	\$155.680	\$233,520.00	0.1%	\$196,173.27	\$37,346.73	\$8,520.00	3.6%
16,161.0000	BAH	BOOZ ALLEN HAMILTON HLDG CORP CL A CUSIP - 099502106	\$36.070	\$582,927.27	0.2%	\$302,120.34	\$280,806.93	\$9,696.60	1.7%
9,144.0000	EPAY	BOTTOMLINE TECHNOLOGIES DEL INC COM CUSIP - 101388106	\$25.020	\$228,782.88	0.1%	\$236,221.05	\$(7,438.17)		

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Equities									
9,506.0000	BRC	BRADY CORPORATION CLASS A STOCK CUSIP - 104674106	\$37.550	\$356,950.30	0.1%	\$201,780.95	\$155,169.35	\$7,794.92	2.2%
12,904.0000	BGG	BRIGGS & STRATTON CORP COM CUSIP - 109043109	\$22.260	\$287,243.04	0.1%	\$261,459.32	\$25,783.72	\$7,226.24	2.5%
2,900.0000	BRS	BRISTOW GROUP INC CUSIP - 110394103	\$20.480	\$59,392.00	0.0%	\$96,788.04	\$(37,396.04)	\$812.00	1.4%
11,300.0000	BRCD	BROCADE COMMUNICATIONS SYS INC COM NEW CUSIP - 111621306	\$12.490	\$141,137.00	0.1%	\$113,682.36	\$27,454.64	\$2,486.00	1.8%
11,969.0000	BRO	BROWN & BROWN INC CUSIP - 115236101	\$44.860	\$536,929.34	0.2%	\$234,432.40	\$302,496.94	\$6,463.26	1.2%
38,272.0000	CBZ	CBIZ INC CUSIP - 124805102	\$13.700	\$524,326.40	0.2%	\$286,590.10	\$237,736.30		
10,949.0000	CEB	CEB INC CUSIP - 125134106	\$60.600	\$663,509.40	0.3%	\$382,886.77	\$280,622.63	\$18,065.85	2.7%
5,525.0000	CI	CIGNA CORP CUSIP - 125509109	\$133.390	\$736,979.75	0.3%	\$501,540.84	\$235,438.91	\$221.00	
3,000.0000	CIT	CIT GROUP INC CUSIP - 125581801	\$42.680	\$128,040.00	0.1%	\$138,466.63	\$(10,426.63)	\$1,800.00	1.4%
3,600.0000	CNA	CNA FINL CORP CUSIP - 126117100	\$41.500	\$149,400.00	0.1%	\$83,778.08	\$65,621.92	\$3,600.00	2.4%
2,684.0000	CCMP	CABOT MICROELECTRONICS CORP CUSIP - 12709P103	\$63.170	\$169,548.28	0.1%	\$98,790.99	\$70,757.29	\$1,932.48	1.1%
3,089.0000	CACI	CACI INTL INC CUSIP - 127190304	\$124.300	\$383,962.70	0.2%	\$240,846.02	\$143,116.68		
5,138.0000	CALM	CAL MAINE FOODS INC	\$44.175	\$226,971.15	0.1%	\$302,960.05	\$(75,988.90)	\$9,063.43	4.0%

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Equities									
		CUSIP - 128030202							
2,821.0000	CVGW	CALAVO GROWERS INC	\$61.400	\$173,209.40	0.1%	\$149,345.75	\$23,863.65	\$2,538.90	1.5%
		CUSIP - 128246105							
9,600.0000	COF	CAPITAL ONE FINL CORP	\$87.240	\$837,504.00	0.3%	\$558,059.53	\$279,444.47	\$15,360.00	1.8%
		CUSIP - 14040H105							
4,302.0000	CRS	CARPENTER TECHNOLOGY CORP	\$36.170	\$155,603.34	0.1%	\$144,130.41	\$11,472.93	\$3,097.44	2.0%
		CUSIP - 144285103							
2,556.0000	CRI	CARTER'S INC	\$86.390	\$220,812.84	0.1%	\$234,633.45	\$(13,820.61)	\$3,373.92	1.5%
		CUSIP - 146229109							
2,961.0000	CASY	CASEYS GEN STORES INC	\$118.880	\$352,003.68	0.1%	\$307,929.27	\$44,074.41	\$2,842.56	0.8%
		CUSIP - 147528103							
3,845.0000	CASS	CASS INFORMATION SYSTEMS INC	\$73.570	\$282,876.65	0.1%	\$148,096.82	\$134,779.83	\$3,537.40	1.3%
		CUSIP - 14808P109							
21,675.0000	CVE	CENOVUS ENERGY INC	\$15.130	\$327,942.75	0.1%	\$256,604.49	\$71,338.26	\$3,229.58	1.0%
		CUSIP - 15135U109							
12,180.0000	CSFL	CENTERSTATE BKS FLA INC	\$25.170	\$306,570.60	0.1%	\$182,746.66	\$123,823.94	\$1,948.80	0.6%
		CUSIP - 15201P109							
8,185.0000	ECOM	CHANNELADVISOR CORP	\$14.350	\$117,454.75	0.0%	\$229,015.01	\$(111,560.26)		
		CUSIP - 159179100							
7,743.0000	CAKE	CHEESECAKE FACTORY INC	\$59.880	\$463,650.84	0.2%	\$335,649.59	\$128,001.25	\$7,433.28	1.6%
		CUSIP - 163072101							
2,825.0000	CHE	CHEMED CORP	\$160.410	\$453,158.25	0.2%	\$196,977.66	\$256,180.59	\$2,938.00	0.6%
		CUSIP - 16359R103							
4,100.0000	CVX	CHEVRON CORPORATION	\$117.700	\$482,570.00	0.2%	\$139,845.31	\$342,724.69	\$17,712.00	3.7%
		CUSIP - 166764100							
2,275.0000	CMG	CHIPOTLE MEXICAN GRILL INC-CL A	\$377.320	\$858,403.00	0.3%	\$794,432.71	\$63,970.29		
		CUSIP - 169656105							
3,882.0000	CIR	CIRCOR INTERNATIONAL INC	\$64.880	\$251,864.16	0.1%	\$177,622.79	\$74,241.37	\$582.30	0.2%

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Equities									
COM									
		CUSIP - 17273K109							
20,600.0000	CSCO	CISCO SYSTEMS INC	\$30.220	\$622,532.00	0.2%	\$359,203.35	\$263,328.65	\$21,424.00	3.4%
		CUSIP - 17275R102							
22,674.0000	C	CTTIGROUP INC	\$59.430	\$1,347,515.82	0.5%	\$945,900.50	\$401,615.32	\$14,511.36	1.1%
		CUSIP - 172967424							
4,750.0000	CGNX	COGNEX CORP	\$63.620	\$302,195.00	0.1%	\$143,389.31	\$158,805.69	\$1,425.00	0.5%
		CUSIP - 192422103							
7,925.0000	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS	\$56.030	\$444,037.75	0.2%	\$421,427.02	\$22,610.73		
		CUSIP - 192446102							
19,105.0000	CVGI	COMMERCIAL VEHICLE GROUP INC	\$5.530	\$105,650.65	0.0%	\$81,376.25	\$24,274.40		
		CUSIP - 202608105							
4,865.0000	CBU	COMMUNITY BK SYS INC	\$61.790	\$300,608.35	0.1%	\$182,400.58	\$118,207.77	\$6,227.20	2.1%
		CUSIP - 203607106							
9,251.0000	CPSI	COMPUTER PROGRAMS & SYS INC	\$23.600	\$218,323.60	0.1%	\$448,604.54	\$(230,280.94)	\$8,880.96	4.1%
		CUSIP - 205306103							
5,831.0000	CNMD	CONMED CORP	\$44.170	\$257,555.27	0.1%	\$271,743.27	\$(14,188.00)	\$4,664.80	1.8%
		CUSIP - 207410101							
11,200.0000	GLW	CORNING INC	\$24.270	\$271,824.00	0.1%	\$183,015.18	\$88,808.82	\$6,048.00	2.2%
		CUSIP - 219350105							
2,400.0000	CSGP	COSTAR GROUP INC	\$188.490	\$452,376.00	0.2%	\$272,749.99	\$179,626.01		
		CUSIP - 22160N109							
7,190.0000	CMLS	CUMULUS MEDIA INC	\$1.020	\$7,333.80	0.0%	\$216,386.75	\$(209,052.95)		
		CL A NEW							
		CUSIP - 231082603							
6,420.0000	DECK	DECKERS OUTDOOR CORP	\$55.390	\$355,603.80	0.1%	\$323,178.33	\$32,425.47		
		CUSIP - 243537107							
1,270.0000	DVMT	DELL TECHNOLOGIES INC COM	\$54.970	\$69,811.90	0.0%	\$59,944.00	\$9,867.90		

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Equities									
		CUSIP - 24703L103							
2,500.0000	DAL	DELTA AIR LINES INC	\$49.190	\$122,975.00	0.0%	\$114,179.29	\$8,795.71	\$2,025.00	1.6%
		CUSIP - 247361702							
13,555.0000	DGII	DIGI INTL INC	\$13.750	\$186,381.25	0.1%	\$139,955.37	\$46,425.88		
		CUSIP - 253798102							
1,300.0000	DDS	DILLARD'S INC	\$62.690	\$81,497.00	0.0%	\$100,841.61	\$(19,344.61)	\$364.00	0.4%
		CL A							
		CUSIP - 254067101							
5,389.0000	DIN	DINEEQUITY INC	\$77.000	\$414,953.00	0.2%	\$442,804.43	\$(27,851.43)	\$20,909.32	5.0%
		CUSIP - 254423106							
6,614.0000	DPLO	DIPLOMAT PHARMACY INC	\$12.600	\$83,336.40	0.0%	\$217,472.72	\$(134,136.32)		
		CUSIP - 25456K101							
4,100.0000	DFS	DISCOVER FINANCIAL SERVICES	\$72.090	\$295,569.00	0.1%	\$100,174.54	\$195,394.46	\$4,920.00	1.7%
		CUSIP - 254709108							
3,400.0000	UFS	DOMTAR CORP	\$39.030	\$132,702.00	0.1%	\$143,703.93	\$(11,001.93)	\$5,644.00	4.3%
		CUSIP - 257559203							
2,200.0000	RRD	DONNELLY R R & SONS CO	\$16.320	\$35,904.00	0.0%	\$63,685.68	\$(27,781.68)	\$1,232.00	3.4%
		CUSIP - 257867200							
825.0000	DFIN	DONNELLY FINL SOLUTIONS INC	\$22.980	\$18,958.50	0.0%	\$24,765.92	\$(5,807.42)		
		CUSIP - 25787G100							
4,176.0000	DORM	DORMAN PRODS INC	\$73.060	\$305,098.56	0.1%	\$212,802.94	\$92,295.62		
		CUSIP - 258278100							
5,225.0000	DOV	DOVER CORP	\$74.930	\$391,509.25	0.2%	\$322,439.45	\$69,069.80	\$9,196.00	2.3%
		CUSIP - 260003108							
2,800.0000	EMN	EASTMAN CHEM CO	\$75.210	\$210,588.00	0.1%	\$127,383.06	\$83,204.94	\$5,712.00	2.7%
		CUSIP - 277432100							
9,375.0000	EW	EDWARDS LIFESCIENCES CORP	\$93.700	\$878,437.50	0.3%	\$677,441.57	\$200,995.93		
		CUSIP - 28176E108							



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Equities									
4,575.0000	ELLI	ELLIE MAE INC CUSIP - 28849P100	\$83.680	\$382,836.00	0.2%	\$309,501.22	\$73,334.78		
14,519.0000	ENTG	ENTEGRIIS INC CUSIP - 29362U104	\$17.900	\$259,890.10	0.1%	\$198,966.73	\$60,923.37		
2,600.0000	ETR	ENTERGY CORP CUSIP - 29364G103	\$73.470	\$191,022.00	0.1%	\$163,206.39	\$27,815.61	\$9,048.00	4.7%
4,968.0000	EFX	EQUIFAX INC CUSIP - 294429105	\$118.230	\$587,366.64	0.2%	\$170,283.98	\$417,082.66	\$6,557.76	1.1%
7,887.0000	ETH	ETHAN ALLEN INTERIORS INC CUSIP - 297602104	\$36.850	\$290,635.95	0.1%	\$220,423.04	\$70,212.91	\$5,994.12	2.1%
8,100.0000	EXC	EXELON CORP CUSIP - 30161N101	\$35.490	\$287,469.00	0.1%	\$234,066.63	\$53,402.37	\$10,303.20	3.6%
5,355.0000	EXLS	EXLSERVICE HOLDINGS INC CUSIP - 302081104	\$50.440	\$270,106.20	0.1%	\$255,834.26	\$14,271.94		
2,614.0000	EXPE	EXPEDIA INC. CUSIP - 30212P303	\$113.280	\$296,113.92	0.1%	\$105,075.81	\$191,038.11	\$2,718.56	0.9%
4,109.0000	EXPO	EXPONENT INC CUSIP - 30214U102	\$60.300	\$247,772.70	0.1%	\$225,052.05	\$22,720.65	\$2,958.48	1.2%
2,800.0000	ESRX	EXPRESS SCRIPTS HOLDINGS CUSIP - 30219G108	\$68.790	\$192,612.00	0.1%	\$242,350.80	\$(49,738.80)		
7,280.0000	STAY	EXTENDED STAY AMERICAN INC CUSIP - 30224P200	\$16.150	\$117,572.00	0.0%	\$113,381.26	\$4,190.74	\$5,532.80	4.7%
11,250.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$90.260	\$1,015,425.00	0.4%	\$680,063.59	\$335,361.41	\$33,750.00	3.3%
21,125.0000	FB	FACEBOOK INC CUSIP - 30303M102	\$115.050	\$2,430,431.25	1.0%	\$591,564.29	\$1,838,866.96		
2,564.0000	FICO	FAIR, ISSAC, INC CUSIP - 303250104	\$119.220	\$305,680.08	0.1%	\$222,723.59	\$82,956.49	\$205.12	0.1%

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Equities									
12,569.0000	FII	FEDERATED INVS INC PA CUSIP - 314211103	\$28.280	\$355,451.32	0.1%	\$310,413.09	\$45,038.23	\$12,569.00	3.5%
1,600.0000	FDX	FEDEX CORPORATION CUSIP - 31428X106	\$186.200	\$297,920.00	0.1%	\$240,093.45	\$57,826.55	\$2,560.00	0.9%
8,400.0000	FTB	FIFTH THIRD BANCORP CUSIP - 316773100	\$26.970	\$226,548.00	0.1%	\$128,809.95	\$97,738.05	\$4,704.00	2.1%
8,665.0000	FNGN	FINANCIAL ENGINES INC CUSIP - 317485100	\$36.750	\$318,438.75	0.1%	\$261,417.38	\$57,021.37	\$2,426.20	0.8%
6,200.0000	FINL	FINISH LINE INC CL A CUSIP - 317923100	\$18.810	\$116,622.00	0.0%	\$144,154.03	\$(27,532.03)	\$2,480.00	2.1%
7,800.0000	FE	FIRST ENERGY CUSIP - 337932107	\$30.970	\$241,566.00	0.1%	\$249,720.82	\$(8,154.82)	\$11,232.00	4.6%
9,725.0000	FIVE	FIVE BELOW INC CUSIP - 33829M101	\$39.960	\$388,611.00	0.2%	\$379,537.83	\$9,073.17	\$420.00	1.6%
500.0000	FLR	FLUOR CORP CUSIP - 343412102	\$52.520	\$26,260.00	0.0%	\$20,605.03	\$5,654.97	\$25,845.00	4.9%
43,075.0000	F	FORD MOTOR COMPANY CUSIP - 345370860	\$12.130	\$522,499.75	0.2%	\$683,969.16	\$(161,469.41)	\$9,600.00	2.0%
23,302.0000	FORM	FORMFACTOR INC CUSIP - 346375108	\$11.200	\$260,982.40	0.1%	\$170,831.99	\$90,150.41	\$18,054.56	2.9%
12,000.0000	BEN	FRANKLIN RES INC CUSIP - 354613101	\$39.580	\$474,960.00	0.2%	\$573,161.62	\$(98,201.62)	\$1,536.00	6.6%
19,355.0000	FRPT	FRESHPET INC CUSIP - 358039105	\$10.150	\$196,453.25	0.1%	\$124,661.91	\$71,791.34	\$1,940.42	3.5%
11,878.0000	AUG	GALLAGHER ARTHUR J & CO CUSIP - 363576109	\$51.960	\$617,180.88	0.2%	\$312,515.83	\$304,665.05	\$2,560.00	0.9%
2,400.0000	GCI	GANNETT SPINCO INC COM	\$9.710	\$23,304.00	0.0%	\$21,363.58	\$1,940.42	\$1,536.00	6.6%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 36473H104							
13,317.0000	GNRC	GENERAC HLDGS INC	\$40.740	\$542,534.58	0.2%	\$524,644.52	\$17,890.06		
		CUSIP - 368736104							
14,395.0000	BGC	GENERAL CABLE CORP	\$19.050	\$274,224.75	0.1%	\$225,002.76	\$49,221.99	\$10,364.40	3.8%
		COM							
		CUSIP - 369300108							
6,900.0000	GM	GENERAL MTRS CO	\$34.840	\$240,396.00	0.1%	\$216,124.26	\$24,271.74	\$10,488.00	4.4%
		CUSIP - 37045V100							
3,218.0000	GWR	GENESEE & WYO INC	\$69.410	\$223,361.38	0.1%	\$218,672.19	\$4,689.19		
		CUSIP - 371559105							
73,196.0000	GNTX	GENTEX CORP	\$19.690	\$1,441,229.24	0.6%	\$805,793.90	\$635,435.34	\$26,350.56	1.8%
		CUSIP - 371901109							
1,100.0000	GILD	GILEAD SCIENCES INC	\$71.610	\$78,771.00	0.0%	\$132,212.86	\$(53,441.86)	\$2,068.00	2.6%
		CUSIP - 375558103							
8,271.0000	GBCI	GLACIER BANCORP INC	\$36.230	\$299,658.33	0.1%	\$220,800.11	\$78,858.22	\$6,616.80	2.2%
		CUSIP - 37637Q105							
3,725.0000	GS	GOLDMAN SACHS GROUP	\$239.450	\$891,951.25	0.4%	\$506,396.20	\$385,555.05	\$9,685.00	1.1%
		CUSIP - 38141G104							
5,400.0000	GT	GOODYEAR TIRE & RUBR CO	\$30.870	\$166,698.00	0.1%	\$164,438.46	\$2,259.54	\$2,160.00	1.3%
		CUSIP - 382550101							
4,260.0000	GGG	GRACO INC	\$83.090	\$353,963.40	0.1%	\$143,227.09	\$210,736.31	\$6,134.40	1.7%
		CUSIP - 384109104							
12,356.0000	LOPE	GRAND CANYON ED INC	\$58.450	\$722,208.20	0.3%	\$348,826.01	\$373,382.19		
		CUSIP - 38526M106							
8,100.0000	HPQ	HP INC	\$14.840	\$120,204.00	0.0%	\$99,347.97	\$20,856.03	\$4,301.10	3.6%
		CUSIP - 40434L105							
6,675.0000	HAL	HALLIBURTON CO	\$54.090	\$361,050.75	0.1%	\$199,295.77	\$161,754.98	\$4,806.00	1.3%
		CUSIP - 406216101							

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Equities									
4,350.0000	THG	HANOVER INS GROUP INC CUSIP - 410867105	\$91.010	\$395,893.50	0.2%	\$344,123.80	\$51,769.70	\$8,700.00	2.2%
14,799.4740	HAIX	HARBOR INTERNATIONAL INST (INCOME INVESTMENT) CUSIP - 411511306	\$58.410	\$864,437.28	0.3%	\$947,819.06	\$(83,381.78)	\$17,211.79	2.0%
267,782.3530	HAIX	HARBOR INTERNATIONAL INST CUSIP - 411511306	\$58.410	\$15,641,167.24	6.2%	\$17,658,530.98	\$(2,017,363.74)	\$311,430.88	2.0%
3,000.0000	HOG	HARLEY DAVIDSON INC CUSIP - 412822108	\$58.340	\$175,020.00	0.1%	\$178,229.95	\$(3,209.95)	\$4,200.00	2.4%
4,400.0000	HIG	HARTFORD FINANCIAL SERVICES GRP CUSIP - 416515104	\$47.650	\$209,660.00	0.1%	\$122,423.04	\$87,236.96	\$4,048.00	1.9%
11,945.0000	HCSG	HEALTHCARE SVCS GROUP INC CUSIP - 421906108	\$39.170	\$467,885.65	0.2%	\$362,072.54	\$105,813.11	\$8,839.30	1.9%
12,605.0000	HSTM	HEALTHSTREAM INC COM CUSIP - 42222N103	\$25.050	\$315,755.25	0.1%	\$324,959.13	\$(9,203.88)		
5,044.0000	HEI	HEICO CORP CUSIP - 422806109	\$77.150	\$389,144.60	0.2%	\$301,363.72	\$87,780.88	\$907.92	0.2%
629.0000	HSKA	HESKA CORP COM RESTRICTED NEW CUSIP - 42805E306	\$71.600	\$45,036.40	0.0%	\$43,910.88	\$1,125.52	\$251.60	0.6%
1,400.0000	HES	HESS CORP CUSIP - 42809H107	\$62.290	\$87,206.00	0.0%	\$57,533.44	\$29,672.56	\$1,400.00	1.6%
24,025.0000	HPE	HEWLETT PACKARD ENTERPRISE CO CUSIP - 42824C109	\$23.140	\$555,938.50	0.2%	\$249,495.70	\$306,442.80	\$6,246.50	1.1%
15,275.0000	HTH	HILLTOP HLDGS INC CUSIP - 432748101	\$29.800	\$455,195.00	0.2%	\$166,915.31	\$288,279.69	\$3,666.00	0.8%

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Equities									
17,400.0000	HLT	HILTON WORLDWIDE HOLDINGS CUSIP - 43300A104	\$27.200	\$473,280.00	0.2%	\$399,963.23	\$73,316.77	\$4,872.00	1.0%
7,051.0000	HMHC	HOUGHTON MIFFLIN HARCOURT CO CUSIP - 44157R109	\$10.850	\$76,503.35	0.0%	\$165,274.81	\$(88,771.46)		
10,808.0000	HLI	HOULIHAN LOKEY INC CL A CUSIP - 441593100	\$31.120	\$336,344.96	0.1%	\$232,938.12	\$103,406.84	\$7,349.44	2.2%
9,100.0000	HUN	HUNTSMAN CORP CUSIP - 447011107	\$19.080	\$173,628.00	0.1%	\$129,265.68	\$44,362.32	\$4,550.00	2.6%
7,025.0000	ILMN	ILLUMINA INC CUSIP - 452327109	\$128.040	\$899,481.00	0.4%	\$1,249,238.82	\$(349,757.82)		
7,000.0000	INCY	INCYTE CORPORATION CUSIP - 45337C102	\$100.270	\$701,890.00	0.3%	\$725,717.46	\$(23,827.46)		
1,500.0000	INGR	INGREDION INC CUSIP - 457187102	\$124.960	\$187,440.00	0.1%	\$70,785.48	\$116,654.52	\$3,000.00	1.6%
13,350.0000	INWK	INNERWORKINGS INC CUSIP - 45773Y105	\$9.850	\$131,497.50	0.1%	\$174,548.58	\$(43,051.08)		
11,115.0000	INOV	INOVALON HLDGS INC COM CL A CUSIP - 45781D101	\$10.300	\$114,484.50	0.0%	\$201,267.16	\$(86,782.66)		
3,244.0000	IART	INTEGRA LIFESCIENCES HOLDINGS CORP CUSIP - 457985208	\$85.790	\$278,302.76	0.1%	\$194,008.62	\$84,294.14		
25,150.0000	INTC	INTEL CORP CUSIP - 458140100	\$36.270	\$912,190.50	0.4%	\$631,198.80	\$280,991.70	\$26,156.00	2.9%
800.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$165.990	\$132,792.00	0.1%	\$127,306.91	\$5,485.09	\$4,480.00	3.4%
3,300.0000	IP	INTERNATIONAL PAPER CO	\$53.060	\$175,098.00	0.1%	\$163,944.55	\$11,153.45	\$6,105.00	3.5%

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Equities									
		CUSIP - 460146103							
18,293.0000	IVC	INVACARE CORP COM	\$13.050	\$238,723.65	0.1%	\$276,177.99	\$(37,454.34)	\$914.65	0.4%
		CUSIP - 461203101							
19,500.0000	JPM	JPMORGAN CHASE & CO	\$86.290	\$1,682,655.00	0.7%	\$702,614.26	\$980,040.74	\$37,440.00	2.2%
		CUSIP - 46625H100							
7,900.0000	JNJ	JOHNSON & JOHNSON	\$115.210	\$910,159.00	0.4%	\$782,426.73	\$127,732.27	\$25,280.00	2.8%
		CUSIP - 478160104							
6,683.0000	KED	KAYNE ANDERSON ENERGY DEV CO	\$19.430	\$129,850.69	0.1%	\$147,748.42	\$(17,897.73)	\$12,831.36	9.9%
		CUSIP - 48660Q102							
5,700.0000	KEY	KEYCORP	\$18.270	\$104,139.00	0.0%	\$167,841.06	\$(63,702.06)	\$1,938.00	1.9%
		CUSIP - 493267108							
20,772.0000	KND	KINDRED HEALTHCARE INC	\$7.850	\$163,060.20	0.1%	\$271,805.08	\$(108,744.88)	\$9,970.56	6.1%
		CUSIP - 494580103							
4,200.0000	KSS	KOHL'S CORP	\$49.380	\$207,396.00	0.1%	\$211,149.01	\$(3,753.01)	\$8,400.00	4.1%
		CUSIP - 500255104							
4,600.0000	KR	KROGER CO	\$34.510	\$158,746.00	0.1%	\$85,195.48	\$73,550.52	\$2,208.00	1.4%
		CUSIP - 501044101							
825.0000	LKSD	LSC COMMUNICATIONS INC	\$29.680	\$24,486.00	0.0%	\$32,201.81	\$(7,715.81)	\$825.00	3.4%
		CUSIP - 50218P107							
1,050.0000	LRCX	LAM RESH CORP	\$105.730	\$111,016.50	0.0%	\$107,754.72	\$3,261.78	\$1,890.00	1.7%
		CUSIP - 512807108							
6,225.0000	LAMR	LAMAR ADVERTISING CO NEW	\$67.240	\$418,569.00	0.2%	\$329,255.97	\$89,313.03	\$18,924.00	4.5%
		CL A							
		CUSIP - 512816109							
1,700.0000	LEA	LEAR CORP	\$132.370	\$225,029.00	0.1%	\$70,810.21	\$154,218.79	\$2,040.00	0.9%
		CUSIP - 521865204							
55,650.0000	LC	LENDINGCLUB CORP	\$5.250	\$292,162.50	0.1%	\$1,035,697.33	\$(743,534.83)		

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Equities											
		CUSIP - 52603A109									
22,051.0000	LUK	LEUCADIA NATL CORP	\$23.250	\$512,685.75	0.2%	\$507,339.68	\$5,346.07	\$5,512.75	1.1%		
		CUSIP - 527288104									
3,900.0000	LNC	LINCOLN NATL CORP IND	\$66.270	\$258,453.00	0.1%	\$170,229.93	\$88,223.07	\$4,524.00	1.8%		
		CUSIP - 534187109									
17,637.0000	LL	LUMBER LIQUIDATORS HLDGS	\$15.740	\$277,606.38	0.1%	\$253,245.56	\$24,360.82				
		CUSIP - 55003T107									
38,012.0000	MTG	MGIC INVT CORP WIS	\$10.190	\$387,342.28	0.2%	\$343,575.71	\$43,766.57				
		CUSIP - 552848103									
17,457.0000	MAIN	MAIN STR CAP CORP	\$36.770	\$641,893.89	0.3%	\$518,630.52	\$123,263.37	\$38,754.54	6.0%		
		CUSIP - 56035L104									
8,197.0000	MANT	MANTECH INTL CORP	\$42.250	\$346,323.25	0.1%	\$217,788.03	\$128,535.22	\$6,885.48	2.0%		
		CL A									
		CUSIP - 564563104									
7,500.0000	MPC	MARATHON PETROLEUM CORP	\$50.350	\$377,625.00	0.1%	\$57,554.56	\$320,070.44	\$10,800.00	2.9%		
		CUSIP - 56585A102									
3,735.0000	MKTX	MARKETAXESS HLDGS INC	\$146.920	\$548,746.20	0.2%	\$63,032.81	\$485,713.39	\$3,884.40	0.7%		
		CUSIP - 57060D108									
3,745.0000	MATW	MATTHEWS INTL CORP	\$76.850	\$287,803.25	0.1%	\$225,938.75	\$61,864.50	\$2,546.60	0.9%		
		CUSIP - 577128101									
6,969.0000	MMS	MAXIMUS INC	\$55.790	\$388,800.51	0.2%	\$207,874.82	\$180,925.69	\$1,254.42	0.3%		
		CUSIP - 577933104									
52,100.0000	MDR	MCDERMOTT INTL INC	\$7.390	\$385,019.00	0.2%	\$253,204.24	\$131,814.76				
		CUSIP - 580037109									
5,100.0000	MRK	MERCK & CO INC	\$58.870	\$300,237.00	0.1%	\$201,980.26	\$98,256.74	\$9,588.00	3.2%		
		CUSIP - 58933Y105									
8,750.0000	MET	METLIFE INC	\$53.890	\$471,537.50	0.2%	\$281,993.55	\$189,543.95	\$14,000.00	3.0%		
		CUSIP - 59156R108									



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Equities									
6,922.0000	MLHR	MILLER HERMAN INC CUSIP - 600544100	\$34.200	\$236,732.40	0.1%	\$209,370.20	\$27,362.20	\$4,706.96	2.0%
7,585.0000	MINI	MOBILE MINI INC CUSIP - 60740F105	\$30.250	\$229,446.25	0.1%	\$158,995.50	\$70,450.75	\$6,250.04	2.7%
22,235.0000	MNST	MONSTER BEVERAGE CORP NEW CUSIP - 61174X109	\$44.340	\$985,899.90	0.4%	\$984,533.41	\$1,366.49		
20,850.0000	MS	MORGAN STANLEY CUSIP - 617446448	\$42.250	\$880,912.50	0.3%	\$533,080.04	\$347,832.46	\$16,680.00	1.9%
10,297.0000	MPAA	MOTORCAR PTS & ACCESSORIES INC COM	\$26.920	\$277,195.24	0.1%	\$278,492.59	\$(1,297.35)		
10,875.0000	MUR	MURPHY OIL CORP CUSIP - 626717102	\$31.130	\$338,538.75	0.1%	\$193,740.83	\$144,797.92	\$10,875.00	3.2%
6,500.0000	NCR	NCR CORP CUSIP - 62886E108	\$40.560	\$263,640.00	0.1%	\$130,373.74	\$133,266.26		
21,905.0000	NATI	NATIONAL INSTRS CORP CUSIP - 636518102	\$30.820	\$675,112.10	0.3%	\$587,963.84	\$87,148.26	\$17,524.00	2.6%
3,600.0000	NOV	NATIONAL-OILWELL INC CUSIP - 637071101	\$37.440	\$134,784.00	0.1%	\$194,115.01	\$(59,331.01)	\$720.00	0.5%
3,810.0000	NEOG	NEOGEN CORP CUSIP - 640491106	\$66.000	\$251,460.00	0.1%	\$109,712.77	\$141,747.23		
12,375.0000	NFLX	NETFLIX INC CUSIP - 64110L106	\$123.800	\$1,532,025.00	0.6%	\$1,345,721.90	\$186,303.10		
16,130.0000	NWSA	NEWS CORP CL A CUSIP - 65249B109	\$11.460	\$184,849.80	0.1%	\$275,468.24	\$(90,618.44)	\$3,226.00	1.7%
8,265.0000	NWS	NEWS CORP NEW CL B CUSIP - 65249B208	\$11.800	\$97,527.00	0.0%	\$136,622.73	\$(39,095.73)	\$1,653.00	1.7%
30,774.0000	NDLS	NOODLES & CO CL A	\$4.100	\$126,173.40	0.0%	\$293,214.92	\$(167,041.52)		

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 65540B105							
300.0000	NOC	NORTHROP GRUMMAN CORP	\$232.580	\$69,774.00	0.0%	\$14,392.28	\$55,381.72	\$1,080.00	1.5%
		CUSIP - 666807102							
18,024.0000	NVDQ	NOVADAQ TECHNOLOGIES INC	\$7.090	\$127,790.16	0.1%	\$216,536.17	\$(88,746.01)		
		CUSIP - 66987G102							
6,271.0000	OIS	OIL STATES INTERNATIONAL	\$39.000	\$244,569.00	0.1%	\$203,169.11	\$41,399.89		
		CUSIP - 678026105							
14,989.0000	ONB	OLD NATL BANCORP IND	\$18.150	\$272,050.35	0.1%	\$203,381.01	\$68,669.34	\$7,794.28	2.9%
		CUSIP - 680033107							
6,250.0000	OMC	OMNICO GROUP INC	\$85.110	\$531,937.50	0.2%	\$418,002.02	\$113,935.48	\$13,750.00	2.6%
		CUSIP - 681919106							
33,821.0000	ON	ON SEMICONDUCTOR CORP	\$12.760	\$431,555.96	0.2%	\$278,607.74	\$152,948.22		
		COMMON							
		CUSIP - 682189105							
15,125.0000	ORCL	ORACLE CORPORATION	\$38.450	\$581,556.25	0.2%	\$461,068.09	\$120,488.16	\$9,075.00	1.6%
		CUSIP - 68389X105							
11,682.0000	PGTI	PGT INC	\$11.450	\$133,758.90	0.1%	\$153,887.63	\$(20,128.73)		
		CUSIP - 69336V101							
2,100.0000	PNC	PNC FINANCIAL SERVICES GROUP	\$116.960	\$245,616.00	0.1%	\$149,759.62	\$95,856.38	\$4,620.00	1.9%
		CUSIP - 693475105							
12,790.0000	PRAA	PRA GROUP INC	\$39.100	\$500,089.00	0.2%	\$465,568.24	\$34,520.76		
		CUSIP - 69354N106							
3,400.0000	PKG	PACKAGING CORP AMER	\$84.820	\$288,388.00	0.1%	\$230,402.32	\$57,985.68	\$8,568.00	3.0%
		CUSIP - 695156109							
7,250.0000	PANW	PALO ALTO NETWORKS INC	\$125.050	\$906,612.50	0.4%	\$1,098,897.36	\$(192,284.86)		
		CUSIP - 697435105							
2,900.0000	PH	PARKER HANNIFIN CORP	\$140.000	\$406,000.00	0.2%	\$300,166.14	\$105,833.86	\$7,308.00	1.8%
		CUSIP - 701094104							

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								Est. Annual Income	Est. Yield
7,660.0000	PCTY	PAYLOCITY HLDG CORP CUSIP - 70438V106	\$30.010	\$229,876.60	0.1%	\$278,339.14	\$(48,462.54)		
11,331.0000	PEGA	PEGASYSYSTEMS INC CUSIP - 705573103	\$36.000	\$407,916.00	0.2%	\$185,311.64	\$222,604.36	\$1,359.72	0.3%
19,762.0000	PNNT	PENNANTPARK INVT CORP CUSIP - 708062104	\$7.660	\$151,376.92	0.1%	\$141,879.57	\$9,497.35	\$22,133.44	14.6%
19,523.0000	PAG	PENSKE AUTO GROUP INC CUSIP - 70959W103	\$51.840	\$1,012,072.32	0.4%	\$384,734.04	\$627,338.28	\$22,646.68	2.2%
25,200.0000	PFE	PFIZER INC CUSIP - 717081103	\$32.480	\$818,496.00	0.3%	\$593,556.19	\$224,939.81	\$32,256.00	3.9%
1,600.0000	PSX	PHILLIPS 66 COM CUSIP - 718546104	\$86.410	\$138,256.00	0.1%	\$18,344.74	\$119,911.26	\$4,032.00	2.9%
5,100.0000	PPC	PILGRIMS PRIDE CORP CUSIP - 72147K108	\$18.990	\$96,849.00	0.0%	\$126,292.36	\$(29,443.36)		
5,424.0000	PLXS	PLEXUS CORP CUSIP - 729132100	\$54.040	\$293,112.96	0.1%	\$215,874.79	\$77,238.17		
4,800.0000	POWI	POWER INTEGRATIONS INC CUSIP - 739276103	\$67.850	\$325,680.00	0.1%	\$148,139.04	\$177,540.96	\$2,496.00	0.8%
1,505.0000	PCLN	PRICELINE GROUP INC CUSIP - 741503403	\$1,466.060	\$2,206,420.30	0.9%	\$1,202,936.91	\$1,003,483.39		
12,967.0000	PRI	PRIMERICA INC CUSIP - 74164M108	\$69.150	\$896,668.05	0.4%	\$328,273.98	\$568,394.07	\$9,336.24	1.0%
7,601.0000	PRGS	PROGRESS SOFTWARE CORP CUSIP - 743312100	\$31.930	\$242,699.93	0.1%	\$179,950.10	\$62,749.83	\$3,800.50	1.6%
11,253.0000	PRO	PROS HOLDING INC CUSIP - 74346Y103	\$21.520	\$242,164.56	0.1%	\$254,180.80	\$(12,016.24)		
8,550.0000	PRLB	PROTO LABS INC CUSIP - 743713109	\$51.350	\$439,042.50	0.2%	\$483,843.61	\$(44,801.11)		

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
3,200.0000	PRU	PRUDENTIAL FINL INC CUSIP - 744320102	\$104.060	\$332,992.00	0.1%	\$133,437.12	\$199,554.88	\$8,960.00	2.7%
8,000.0000	PEG	PUBLIC SVC ENTERPRISE GROUP CUSIP - 744573106	\$43.880	\$351,040.00	0.1%	\$250,449.30	\$100,590.70	\$13,120.00	3.7%
5,100.0000	QCOM	QUALCOMM INC CUSIP - 747525103	\$65.200	\$332,520.00	0.1%	\$269,949.08	\$62,570.92	\$10,812.00	3.3%
7,400.0000	RDN	RADIAN GROUP INC CUSIP - 750236101	\$17.980	\$133,052.00	0.1%	\$120,613.31	\$12,438.69	\$74.00	0.1%
500.0000	RTN	RAYTHEON CO CUSIP - 755111507	\$142.000	\$71,000.00	0.0%	\$22,831.10	\$48,168.90	\$1,465.00	2.1%
2,650.0000	REGN	REGENERON PHARMACEUTICALS INC CUSIP - 75886F107	\$367.090	\$972,788.50	0.4%	\$729,002.38	\$243,786.12		
18,900.0000	RF	REGIONS FINL CORP CUSIP - 7591EP100	\$14.360	\$271,404.00	0.1%	\$244,959.03	\$26,444.97	\$4,914.00	1.8%
9,628.0000	RBA	RITCHIE BROS AUCTIONEERS INC CUSIP - 767744105	\$34.000	\$327,352.00	0.1%	\$187,410.36	\$139,941.64	\$6,547.04	2.0%
1,794.0000	RDS A	ROYAL DUTCH SHELL PLC CL A ADR (INCOME INVESTMENT) CUSIP - 780259206	\$54.380	\$97,557.72	0.0%	\$97,862.27	\$(304.55)	\$5,733.62	5.9%
10,244.0000	RDS A	ROYAL DUTCH SHELL PLC CL A ADR CUSIP - 780259206	\$54.380	\$557,068.72	0.2%	\$592,913.26	\$(35,844.54)	\$32,739.82	5.9%
2,500.0000	R	RYDER SYS INC CUSIP - 783549108	\$74.440	\$186,100.00	0.1%	\$162,309.02	\$23,790.98	\$4,400.00	2.4%
7,165.0000	SPSC	SPS COMMERCE INC CUSIP - 78463M107	\$69.890	\$500,761.85	0.2%	\$303,912.66	\$196,849.19		
19,787.0000	SSNC	SS&C TECHNOLOGIES HLDGS INC	\$28.600	\$565,908.20	0.2%	\$409,249.20	\$156,659.00	\$4,946.75	0.9%

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Equities									
		CUSIP - 784673100							
31,225.0000	CRM	SALESFORCE.COM INC	\$68.460	\$2,137,663.50	0.8%	\$372,149.29	\$1,765,514.21		
		CUSIP - 794661302							
10,075.0000	SLB	SCHLUMBERGER LTD	\$83.950	\$845,796.25	0.3%	\$716,225.43	\$129,570.82	\$20,150.00	2.4%
		CUSIP - 806857108							
31,875.0000	SCHW	SCHWAB CHARLES CORP	\$39.470	\$1,258,106.25	0.5%	\$773,000.73	\$485,105.52	\$8,925.00	0.7%
		CUSIP - 808513105							
8,959.0000	SIGI	SELECTIVE INS GROUP INC	\$43.050	\$385,684.95	0.2%	\$290,616.05	\$95,068.90	\$5,733.76	1.5%
		CUSIP - 816300107							
2,952.0000	SXT	SENSIENT TECHNOLOGIES CORP	\$78.580	\$231,968.16	0.1%	\$185,664.86	\$46,303.30	\$3,542.40	1.5%
		CUSIP - 81725T100							
7,350.0000	NOW	SERVICENOW INC	\$74.340	\$546,399.00	0.2%	\$612,338.61	\$(65,939.61)		
		CUSIP - 81762P102							
4,900.0000	SPTN	SPARTANNASH CO	\$39.540	\$193,746.00	0.1%	\$128,692.34	\$65,053.66	\$2,940.00	1.5%
		CUSIP - 847215100							
19,075.0000	SPLK	SPLUNK INC	\$51.150	\$975,686.25	0.4%	\$1,034,450.07	\$(58,763.82)		
		CUSIP - 848637104							
22,925.0000	SPLS	STAPLES, INC	\$9.050	\$207,471.25	0.1%	\$317,617.37	\$(110,146.12)	\$11,004.00	5.3%
		CUSIP - 855030102							
11,223.0000	STBZ	STATE BK FINL CORP	\$26.860	\$301,449.78	0.1%	\$234,732.33	\$66,717.45	\$6,284.88	2.1%
		CUSIP - 856190103							
7,225.0000	STT	STATE STREET CORP	\$77.720	\$561,527.00	0.2%	\$347,325.68	\$214,201.32	\$10,982.00	2.0%
		CUSIP - 857477103							
17,353.0000	STL	STERLING BANCORP DEL	\$23.400	\$406,060.20	0.2%	\$260,138.46	\$145,921.74	\$4,858.84	1.2%
		CUSIP - 85917A100							
2,817.0000	STRA	STRAYER ED INC	\$80.630	\$227,134.71	0.1%	\$147,395.66	\$79,739.05	\$11,268.00	5.0%
		CUSIP - 863236105							
3,000.0000	STI	SUNTRUST BKS INC	\$54.850	\$164,550.00	0.1%	\$128,490.23	\$36,059.77	\$3,120.00	1.9%

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 867914103							
13,100.0000	SPN	SUPERIOR ENERGY SVCS INC	\$16.880	\$221,128.00	0.1%	\$330,787.80	\$(109,659.80)	\$4,192.00	1.9%
		CUSIP - 868157108							
7,200.0000	SVU	SUPERVALU INC	\$4.670	\$33,624.00	0.0%	\$186,217.99	\$(152,593.99)	\$2,520.00	7.5%
		CUSIP - 868536103							
30,193.0000	SYRG	SYNERGY RES CORP	\$8.910	\$269,019.63	0.1%	\$244,857.12	\$24,162.51		
		CUSIP - 87164P103							
25,995.0000	TCPC	TCP CAP CORP COMMON	\$16.900	\$439,315.50	0.2%	\$412,818.12	\$26,497.38	\$37,432.80	8.5%
		CUSIP - 87238Q103							
1,800.0000	TGT	TARGET CORP	\$72.230	\$130,014.00	0.1%	\$89,482.55	\$40,531.45	\$4,320.00	3.3%
		CUSIP - 87612E106							
2,300.0000	TECD	TECH DATA CORP	\$84.680	\$194,764.00	0.1%	\$72,841.00	\$121,923.00		
		CUSIP - 878237106							
4,800.0000	TGNA	TEGNA INC	\$21.390	\$102,672.00	0.0%	\$95,644.51	\$7,027.49	\$2,688.00	2.6%
		CUSIP - 87901J105							
3,998.0000	TEN	TENNECO AUTOMOTIVE INC	\$62.470	\$249,755.06	0.1%	\$191,584.19	\$58,170.87		
		CUSIP - 880349105							
17,050.0000	TEX	TEREX CORP	\$31.530	\$537,586.50	0.2%	\$474,856.07	\$62,730.43	\$4,774.00	0.9%
		CUSIP - 880779103							
8,974.0000	THR	THERMON GROUP HLDGS INC	\$19.090	\$171,313.66	0.1%	\$192,270.89	\$(20,957.23)		
		CUSIP - 88362T103							
13,884.0000	TTS	TILE SHOP HOLDINGS INC	\$19.550	\$271,432.20	0.1%	\$236,573.06	\$34,859.14		
		CUSIP - 88677Q109							
1,300.0000	TKR	TIMKEN CO	\$39.700	\$51,610.00	0.0%	\$47,826.02	\$3,783.98	\$1,352.00	2.6%
		CUSIP - 887389104							
2,800.0000	TRV	TRAVELERS COS INC/THE	\$122.420	\$342,776.00	0.1%	\$121,233.18	\$221,542.82	\$7,504.00	2.2%
		CUSIP - 89417E109							
10,071.0000	TRS	TRIMAS CORP	\$23.500	\$236,668.50	0.1%	\$187,175.60	\$49,492.90		

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Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 896215209							
5,700.0000	TRN	TRINITY INDS INC	\$27.760	\$158,232.00	0.1%	\$151,900.66	\$6,331.34	\$2,508.00	1.6%
		CUSIP - 896522109							
3,200.0000	TGI	TRIUMPH GROUP INC NEW	\$26.500	\$84,800.00	0.0%	\$155,949.70	\$(71,149.70)	\$512.00	0.6%
		CUSIP - 896818101							
5,400.0000	TPC	TUTOR PERINI CORP	\$28.000	\$151,200.00	0.1%	\$122,445.00	\$28,755.00		
		CUSIP - 901109108							
7,575.0000	TWOU	2U INC	\$30.150	\$228,386.25	0.1%	\$213,554.28	\$14,831.97		
		CUSIP - 902141101							
3,500.0000	TSN	TYSON FOODS INC	\$61.680	\$215,880.00	0.1%	\$55,042.50	\$160,837.50	\$3,150.00	1.5%
		CUSIP - 902494103							
6,284.0000	USPH	U S PHYSICAL THERAPY	\$70.200	\$441,136.80	0.2%	\$362,538.97	\$78,597.83	\$4,273.12	1.0%
		CUSIP - 903371108							
2,366.0000	ULTI	ULTIMATE SOFTWARE GROUP INC	\$182.350	\$431,440.10	0.2%	\$241,871.22	\$189,568.88		
		CUSIP - 90385D107							
10,300.0000	UAA	UNDER ARMOUR INC	\$29.050	\$299,215.00	0.1%	\$454,030.32	\$(154,815.32)		
		CUSIP - 904311107							
10,350.0000	UA	UNDER ARMOUR INC CL C	\$25.170	\$260,509.50	0.1%	\$441,333.68	\$(180,824.18)		
		CUSIP - 904311206							
7,337.0000	UFI	UNIFI INC	\$32.630	\$239,406.31	0.1%	\$211,694.65	\$27,711.66		
		CUSIP - 904677200							
8,096.0000	UBSH	UNION BANKSHARES CORP	\$35.740	\$289,351.04	0.1%	\$214,475.79	\$74,875.25	\$6,476.80	2.2%
		CUSIP - 905391109							
10,240.0000	UNFI	UNITED NAT FOODS INC	\$47.720	\$488,652.80	0.2%	\$524,398.27	\$(35,745.47)		
		CUSIP - 911163103							
2,285.0000	URI	UNITED RENTALS INC	\$105.580	\$241,250.30	0.1%	\$147,872.12	\$93,378.18		
		CUSIP - 911363109							
100.0000	UTHR	UNITED THERAPEUTICS CORP DEL	\$143.430	\$14,343.00	0.0%	\$4,751.19	\$9,591.81		

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Equities									
		CUSIP - 91307C102							
4,500.0000	UNM	UNUM GROUP	\$43.930	\$197,685.00	0.1%	\$124,096.22	\$73,588.78	\$3,600.00	1.8%
		CUSIP - 91529Y106							
4,186.0000	WOOF	VCA INC	\$68.650	\$287,368.90	0.1%	\$226,620.42	\$60,748.48		
		CUSIP - 918194101							
6,300.0000	VLO	VALERO ENERGY	\$68.320	\$430,416.00	0.2%	\$124,128.30	\$306,287.70	\$15,120.00	3.5%
		CUSIP - 91913Y100							
129,823.8830	VNIX	VANGUARD INSTITUTIONAL INDEX	\$203.830	\$26,462,002.07	10.4%	\$17,203,094.69	\$9,258,907.38	\$548,246.26	2.1%
		CUSIP - 922040100							
144.0000	VEC	VECTRUS INC	\$23.850	\$3,434.40	0.0%	\$1,824.46	\$1,609.94		
		CUSIP - 92242T101							
8,530.0000	VEEV	VEEVA SYS INC	\$40.700	\$347,171.00	0.1%	\$210,237.95	\$136,933.05		
		CL A COM							
		CUSIP - 922475108							
12,910.0000	PAY	VERIFONE SYSTEMS INC	\$17.730	\$228,894.30	0.1%	\$346,500.60	\$(117,606.30)		
		CUSIP - 92342Y109							
6,800.0000	VZ	VERIZON COMMUNICATIONS INC	\$53.380	\$362,984.00	0.1%	\$336,742.93	\$26,241.07	\$15,708.00	4.3%
		CUSIP - 92343V104							
6,485.0000	VRNT	VERINT SYS INC	\$35.250	\$228,596.25	0.1%	\$227,556.38	\$1,039.87		
		CUSIP - 92343X100							
4,100.0000	VJAB	VIACOM INC-B	\$35.100	\$143,910.00	0.1%	\$227,514.05	\$(83,604.05)	\$3,280.00	2.3%
		CUSIP - 92553P201							
44,275.0000	V	VISA INC CL A	\$78.020	\$3,454,335.50	1.4%	\$780,467.72	\$2,673,867.78	\$29,221.50	0.8%
		CUSIP - 92826C839							
17,825.0000	VOYA	VOYA FINL INC	\$39.220	\$699,096.50	0.3%	\$429,005.23	\$270,091.27	\$713.00	0.1%
		CUSIP - 929089100							
2,870.0000	WAB	WABTEC	\$83.020	\$238,267.40	0.1%	\$265,879.28	\$(27,611.88)	\$1,148.00	0.5%
		CUSIP - 929740108							



Investment Account 16-16-000-8660771
GILMORE I S FDN CONS

12/01/2016 - 12/31/2016

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
6,278.0000	WDR	WADDELL & REED FINL INC CUSIP - 930059100	\$19.510	\$122,483.78	0.0%	\$172,492.55	\$(50,008.77)	\$11,551.52	9.4%
3,865.0000	WAGE	WAGEWORKS INC CUSIP - 930427109	\$72.500	\$280,212.50	0.1%	\$243,992.97	\$36,219.53		
4,925.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	\$69.120	\$340,416.00	0.1%	\$375,088.93	\$(34,672.93)	\$9,850.00	2.9%
6,565.0000	WBS	WEBSTER FINL CORP CUSIP - 947890109	\$54.280	\$356,348.20	0.1%	\$239,980.00	\$116,368.20	\$6,565.00	1.8%
3,800.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$55.110	\$209,418.00	0.1%	\$58,818.96	\$150,599.04	\$5,776.00	2.8%
6,789.0000	WSBC	WESBANCO INC CUSIP - 950810101	\$43.060	\$292,334.34	0.1%	\$224,628.08	\$67,706.26	\$6,517.44	2.2%
3,100.0000	WDC	WESTERN DIGITAL CORP CUSIP - 958102105	\$67.950	\$210,645.00	0.1%	\$102,272.88	\$108,372.12	\$6,200.00	2.9%
6,500.0000	WU	WESTERN UNION CO CUSIP - 959802109	\$21.720	\$141,180.00	0.1%	\$133,379.41	\$7,800.59	\$4,160.00	2.9%
1,400.0000	WHR	WHIRLPOOL CORP CUSIP - 963320106	\$181.770	\$254,478.00	0.1%	\$88,246.34	\$166,231.66	\$5,600.00	2.2%
27,219.0000	WG	WILLBROS GROUP CUSIP - 969203108	\$3.240	\$88,189.56	0.0%	\$68,782.41	\$19,407.15		
16,100.0000	XRX	XEROX CORP CUSIP - 984121103	\$8.730	\$140,553.00	0.1%	\$211,628.86	\$(71,075.86)	\$4,991.00	3.6%
7,367.0000	ZLTQ	ZELTIQ AESTHETICS INC CUSIP - 98933Q108	\$43.520	\$320,611.84	0.1%	\$246,006.10	\$74,605.74		
Equities - Total				\$187,652,485.11	73.8%	\$148,500,827.88	\$39,151,657.23	\$2,788,027.75	1.5%

Irving S. Gilmore Foundation

EIN: 23-7236057

Form 990-PF

Year ended December 31, 2016

Part VIII, Lines 1 & 2, Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors

Line 1

	Part VIII, Column c				Reported on Part VIII, Line 1, Column d or Line 2, Column d					Part VIII, Column e	
	Regular Wages	Administration Fees	LTD	Total	Medical	Dental	Life	Vision Reimb	Pension	Total	Parking
R.M. Hughey Jr.	184,169.52		2,443.14	186,612.66	29,337.58	2,628.60	1,762.74	500.00	17,231.48	51,460.40	1,500.00
F L Parks		30,000.00		30,000.00	-	-	-	-	-	-	1,500.00
CD Wattles		30,000.00		30,000.00	-	-	-	-	-	-	-
J H Moore		30,000.00		30,000.00	-	-	-	-	-	-	-
R.N Kilgore		26,400.00		26,400.00	-	-	-	-	-	-	-
R.M Beam		30,800.00		30,800.00	-	-	-	-	-	-	-
J C. Elliott	145,638.72		3,787.76	149,426.48	7,654.30	1,729.32	3,697.39		13,378.93	26,459.94	1,500.00
				483,239.14						77,920.34	

C.R. Snapp	87,043.92		599.04	87,642.96	28,957.10	2,628.60	1,038.55	500.00	7,519.20	40,643.45	1,500.00
F. Drenth-Thurman	51,829.68		1,045.81	52,875.49	24,524.37	1,729.32	336.84		3,997.48	30,588.01	1,500.00
A Porter	55,500.00		704.88	56,204.88	20,724.97	1,729.32	336.84	500.00	462.50	23,753.63	1,500.00
				196,723.33							

04-0104

Investment Account 16-16-000-8660771
GILMORE I S FDN CONS

12/01/2016 - 12/31/2016

PORTFOLIO POSITIONS

(continued)

description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
RICAN HOMES 4 RENT CL A IP - 02665T306	\$20.980	\$726,138.78	0.3%	\$568,260.78	\$157,878.00	\$6,922.20	1.0%
CKSTONE MTG TR INC I CL A IP - 09257W100	\$30.070	\$153,357.00	0.1%	\$137,084.34	\$16,272.66	\$12,648.00	8.2%
ONY STARWOOD HOMES IP - 19625X102	\$28.810	\$132,439.57	0.1%	\$95,429.22	\$37,010.35	\$4,045.36	3.1%
CATION RLTY TR INC IP - 28140H203	\$42.300	\$273,807.90	0.1%	\$219,186.40	\$54,621.50	\$9,838.96	3.6%
ST INDL RLTY TR INC IP - 32054K103	\$28.050	\$267,737.25	0.1%	\$206,724.74	\$61,012.51	\$7,254.20	2.7%
PITALITY PPTYS TR IP - 44106M102	\$31.740	\$133,308.00	0.1%	\$113,702.49	\$19,605.51	\$8,568.00	6.4%
K-KALI REALTY IP - 554489104	\$29.020	\$179,924.00	0.1%	\$146,223.91	\$33,700.09	\$3,720.00	2.1%
MAX HLDGS INC IP - 75524W108	\$56.000	\$603,008.00	0.2%	\$309,613.54	\$293,394.46	\$6,460.80	1.1%
IOR HSG PPTYS TR BEN INT IP - 81721M109	\$18.930	\$153,333.00	0.1%	\$140,037.74	\$13,295.26	\$12,636.00	8.2%
JCMINTYS INC IP - 866674104	\$76.610	\$334,862.31	0.1%	\$298,730.02	\$36,132.29	\$11,364.60	3.4%
ET INC IP - 92339V100	\$8.460	\$111,672.00	0.0%	\$108,634.58	\$3,037.42	\$7,260.00	6.5%
Real Estate Investments - Total		\$3,069,587.81	1.2%	\$2,343,627.76	\$725,960.05	\$90,718.12	3.0%
		\$254,198,536.93	100.0%	\$215,196,619.08	\$39,001,917.85	\$4,515,526.32	1.8%

Adjustments at year-end
0-8660771 and remove cash accounts
(17,473,308)
236,725,229

IRVING S. GILMORE FOUNDATION
EIN: 23-7236057
Form 990-PF
Year ended December 31, 2016

IRVING S. GILMORE FOUNDATION

EIN: 23-7236057

Form 990-PF

Year ended December 31, 2016

Part VIII, line 1 – Information about Officers and Directors

Each of the Directors devotes an average of one to five hours per week to his/her position with the Foundation. The Directors provided the following services to the Foundation:

The Directors met at the Foundation's office twelve times during the year (no meeting in August and one special meeting). Board meetings are generally on the third Tuesday of the month and last for four to five hours. Meetings held in the odd months (January, March, etc.) included the review and approval/declination of all grant requests. The week prior to each meeting, the Foundation's staff delivers to each Director extensive reports for review prior to the meetings. These reports include, at a minimum:

- a) Monthly reports on Foundation assets managed by outside money managers;
- b) Sources and uses of cash;
- c) Status of grants (amounts approved, paid and payable);
- d) Funds available for distribution;
- e) Status of qualifying distributions;
- f) Minutes of prior meeting, committee meetings; and
- g) Detailed staff-prepared analyses of funding proposals for grant meetings.

It is necessary for each Director to devote several hours (two to eight hours each month depending on the month's agenda) monthly to the review of these materials in order to exercise judgment on matters to be considered by the Directors at their meetings.

There is also an annual meeting held on the third Tuesday in October, immediately preceding the regular board meeting. The purpose of the annual meeting is to elect Directors and Officers for the ensuing year and to transact any other business brought before the meeting.

Strategic programming board meetings are held at least once a year for the purpose of discussing and developing the Foundation's strategic approach to grantmaking and ensuring that activities and short-term objectives promote and are consistent with long-term goals and the mission of the Foundation. There were two such meetings held in 2016. The strategic programming meetings require approximately one hour of preparation each.

In addition to the meetings described above, Directors are members of various committees as follows:

1. Management committee: meetings were held to discuss and review operational, management and grant making issues. This committee's role is to provide the Board of Directors with the opportunity to connect with community leaders who share information regarding needs and opportunities in the community. There were eleven management committee meetings in 2016 including grantee events.
2. Investment committee: responsible for recommending to the Directors investment policies and strategies and the selection of investment managers and/or advisors, and other fiduciaries with respect to financial assets. This committee also monitors the performance of the custodians, managers, advisors and other fiduciaries with respect to these assets. This committee is made up of at least two Directors, certain senior staff of the Foundation and at least two committee members who are "outside" non-Board members. There were four investment committee meetings in 2016.
3. Audit committee: assists the Directors in fulfilling its overall responsibilities with respect to (a) the audit of the Foundation's books and records, and (b) the system of internal controls that the Foundation has established. The audit committee also reviews the Form 990-PF prepared by the outside accountants. This committee is made up of at least two Directors plus at least one committee member who is a "financial expert" (non-Board member). This committee meets two times each year.
4. Program committee: responsible for addressing programmatic concerns, such as grantmaking and community involvement. This committee is made up of at least two Directors, certain senior staff of the Foundation and three "outside" non-Board members . This committee met four times in 2016.

Certain Directors attended educational conferences, seminars and like activities, such as the Council of Michigan Foundations Annual Conference and the Foundations on the Hill Conference, in order to stay abreast of developments in the nonprofit, foundation and investment areas. The Directors frequently attended events, functions and other activities related to the Foundation's grant making activities in order to evaluate the grantee's program and offerings.

The Directors were compensated on a per diem basis, applicable to official Board (administrative, grant making and strategic programming) and committee (management, investment, audit, and program) meetings, subject to an overall annual cap in fees of \$30,000 plus reimbursement for reasonable expenses. The Directors were not compensated for attendance at conferences, site visits, etc. Non-board committee members are also compensated on a per diem basis of \$250 per meeting attended.

Each board member annually discloses their affiliations with other organizations (both for-profit and not-for-profit). These affiliation listings are reviewed at each board meeting and board members abstain from voting on any matter where a conflict of interest may exist.

Irving S. Gilmore Foundation
EIN: 23-7236057
Year ended December 31, 2016

Part XV-Grants and Contributions Paid

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
<u>Arts, Culture & Humanities</u>				
Arts Council of Greater Kalamazoo <i>Great Lakes Nostalgia Conference</i>		7,500		Public charity
Arts Council of Greater Kalamazoo <i>2016 Thursdays in the Park</i>		20,000		Public charity
Arts Council of Greater Kalamazoo <i>2016 Kalamazoo Artistic Development</i>		75,000		Public charity
Arts Council of Greater Kalamazoo <i>2016 Concerts in the Park</i>		46,000		Public charity
Arts Council of Greater Kalamazoo <i>2016 Art Hop</i>		30,000		Public charity
Arts Council of Greater Kalamazoo <i>United Teens Talent of Kalamazoo</i>		55,000		Public charity
Arts Council of Greater Kalamazoo <i>2015-16 Operational Support</i>	25,000	25,000		Public charity
Arts Council of Greater Kalamazoo <i>2016-17 Operational Support</i>		225,000	25,000	Public charity
Arts Council of Greater Kalamazoo <i>2016-17 Programming</i>		150,000		Public charity
Bach Festival Society of Kalamazoo, Inc. <i>2016-17 Operational Support</i>		24,000		Public charity
Ballet Arts Ensemble, Inc. <i>2016 "Hansel and Gretel" Production</i>		8,000		Public charity
Barn Theatre School for Advanced Theatre Training, The <i>Technical Assistance</i>		25,000		Public charity
Black Arts & Cultural Center <i>2015 Operational Support</i>	10,000	10,000		Public charity
Black Arts & Cultural Center <i>2016 Operational Support</i>		35,000	10,000	Public charity
Boy Scouts of America <i>Rota Kiwan Summer Camp STEAM Program</i>		20,000		Public charity

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
Boy Scouts of America <i>2016-17 Cultural Events Tickets</i>		10,000		Public charity
Boys & Girls Clubs of Greater Kalamazoo, Inc. <i>2016-17 Participating Arts Program</i>		32,500		Public charity
Carnegie Center Council for the Arts <i>Concert Series, 4th Grade Day of Artistic</i>		8,000		Public charity
Creative Many Michigan Inc. <i>2016-17 Operational Support</i>		15,000		Public charity
Crescendo Academy of Music, Inc. <i>2016-17 "Marvelous Music!" Program</i>		18,000		Public charity
Crescendo Academy of Music, Inc. <i>2016-17 Operational Support</i>		40,000		Public charity
Farmers Alley Theatre Inc <i>Equipment Updates</i>		15,000		Public charity
Fire Historical and Cultural Arts Collaborative <i>2016 Operational Support</i>		35,000		Public charity
Fontana Chamber Arts <i>2016-17 Operational Support</i>		105,000		Public charity
Glass Art Kalamazoo Inc. <i>Operational Support</i>		60,000		Public charity
Grand Valley University Foundation <i>Underwriting of WGVU's "Great Performances" Series</i>		7,500		Public charity
Grand Valley University Foundation <i>WGVU's "Kalamazoo Lively Arts" Production</i>		75,000		Public charity
Grantmakers in the Arts <i>National Annual Conference</i>		6,000		Public charity
Grantmakers in the Arts <i>Membership Renewal</i>		3,000		Public charity
Great Lakes Acoustic Music Association <i>2017 Cooper's Glen Festival</i>		9,000		Public charity
Irving S. Gilmore International Keyboard Festival <i>2016-17 Operational Support</i>		800,000		Public charity
Irving S. Gilmore International Keyboard Festival <i>Executive Director Search</i>		25,000		Public charity
Julius and Esther Stulberg Competition, Inc. <i>2015-16 Operational Support</i>	10,000	9,870		Public charity

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
Julius and Esther Stulberg Competition, Inc. 2016-17 Operational Support		15,000	10,000	Public charity
Kalamazoo Aviation History Museum "Innovation Gateways" Exhibits		80,000		Public charity
Kalamazoo Book Arts Center 2015 Operational Support	15,000	15,000		Public charity
Kalamazoo Book Arts Center 2016 Operational Support		45,000		Public charity
Kalamazoo Book Arts Center "Three Ring Circus" & "Kids Print & Book		3,500		Public charity
Kalamazoo Children's Chorus Spring Concert Series/Membership Drive		6,000		Public charity
Kalamazoo Children's Chorus 2016-17 Operational Support		22,000		Public charity
Kalamazoo Civic Theatre "Theatre Kalamazoo" New Play Festival,		17,500		Public charity
Kalamazoo Civic Theatre 2016-17 Operational Support		150,000		Public charity
Kalamazoo Civic Theatre Capital Campaign		600,000	600,000	Public charity
Kalamazoo Collective Arts Center, The Makeshift Artist Residency		4,000		Public charity
Kalamazoo Community Chorale Operational Support		6,000		Public charity
Kalamazoo Concert Band Association, Inc. 2016-17 Administrative Support		10,000	4,000	Public charity
Kalamazoo Concert Band Association, Inc. 2016 Holiday Concert		34,100		Public charity
Kalamazoo Concert Band Association, Inc. 2015-16 Administrative Support	4,000	4,000		Public charity
Kalamazoo Institute of Arts 2016-17 Operating Support		100,000		Public charity
Kalamazoo Junior Symphony Society 2016-17 Operational Support		20,000		Public charity
Kalamazoo Male Chorus, Inc. "Christmas in Kalamazoo" Concert		3,000		Public charity

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
Kalamazoo Male Chorus, Inc. <i>2016-17 Operational Support</i>		10,000		Public charity
Kalamazoo Poetry Festival <i>2016 Poetry Festival</i>	2,500	2,500		Public charity
Kalamazoo Poetry Festival <i>2017 Festival</i>		15,000		Public charity
Kalamazoo Regional Educational Service Agency <i>2015-16 Student Artistic Equipment Program</i>		19,050		Public charity
Kalamazoo Regional Educational Service Agency <i>2016-17 EFA Student Arts Scholarships</i>		80,000		Public charity
Kalamazoo Regional Educational Service Agency <i>EFA 2016-17 Operational Support</i>		625,000		Public charity
Kalamazoo Regional Educational Service Agency <i>"Project Lead The Way" STEAM Program</i>		25,000		Public charity
Kalamazoo Regional Educational Service Agency <i>Cultural Field Trips Transportation</i>		10,000		Public charity
Kalamazoo Ringers, Inc <i>2016-17 Programming Support</i>		2,500		Public charity
Kalamazoo Russian Cultural Association <i>Russian Festival</i>		2,000		Public charity
Kalamazoo Singers <i>2016-17 Operational Support, \$10,000, 40th Anniversary Events, \$8,000</i>		18,000		Public charity
Kalamazoo Symphony Orchestra <i>"Kalamazoo Kids in Tune" Program</i>		65,000		Public charity
Kalamazoo Symphony Orchestra <i>2016-17 Operational Support</i>		175,000		Public charity
Kalamazoo Symphony Orchestra <i>A "Terry Riley Celebration" Performance</i>		7,500		Public charity
Kalamazoo Valley Community College <i>2016-17 Artists Forum Series</i>		12,500		Public charity
Society for Preservation & Encrgmnt of Barbershop Quartet Singing Amer <i>2016 Annual Show and Uniform Acquisition</i>		2,550		Public charity
Merze Tate Explorers <i>Travel Writers Academy</i>		3,500		Public charity

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
Michigan Bach Collegium <i>2016-17 Operational Support</i>		10,000		Public charity
Michigan Festival of Sacred Music <i>2016-17 Operational Support</i>		35,000		Public charity
Michigan Youth Arts Festival <i>2017 Festival</i>		12,500		Public charity
Milwood United Methodist Church <i>2016 Fine Arts Series</i>		2,650		Public charity
Mothers of Hope <i>Empowering Youth Through the Arts</i>		6,500		Public charity
New Vic Theatricals, Inc. <i>2016-17 Operational Support</i>		25,000		Public charity
New Year's Fest of Kalamazoo, Inc. <i>2016 Festival Operations</i>		35,000		Public charity
Oakwood Neighborhood Association <i>Summer Youth Art Drop In Program</i>		3,000		Public charity
Parchment, City of <i>2016 Kindleberger Summer Arts Programs</i>		30,000		Public charity
Portage, City of <i>"Quality of Life Bundle" Arts Program</i>		23,000		Public charity
Renaissance Enterprises Company <i>2017 Kalamazoo County Programming</i>		40,000		Public charity
Skyridge Church of the Brethren <i>Peace Pizzazz 2016</i>		750		Public charity
Speak It Forward, Inc. <i>2016 Kalamazoo County Operations and Programs</i>		30,000		Public charity
Suzuki Academy of Kalamazoo <i>2016-17 Operational Support</i>		5,000		Public charity
Village of Vicksburg <i>Vicksburg Cultural Arts Center</i>		10,000		Public charity
Wellspring/Cori Terry & Dancers <i>2015-16 Operational Support</i>	20,000	19,104		Public charity
Wellspring/Cori Terry & Dancers <i>2016-17 Operational Support</i>		45,000	20,000	Public charity
Western Michigan University Foundation <i>"Activate. Midwest" Playwriting Festival</i>		6,500		Public charity

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
Western Michigan University Foundation <i>2016-17 WMUK Underwriting Program</i>		14,000		Public charity
Western Michigan University Foundation <i>WMUK "Expanded Arts Kalamazoo" Project</i>		18,000		Public charity
Western Michigan University Foundation <i>2016-17 Jazz Studies Program</i>		25,000		Public charity
Total Arts, Culture & Humanities	<u>86,500</u>	<u>4,635,574</u>	<u>669,000</u>	
<u>Community Development</u>				
Barry County Community Foundation <i>Many Voices Project</i>		2,585		Public charity
Building Blocks of Kalamazoo <i>2015-16 Operational Support</i>		25,000		Public charity
Citizens Research Council of Michigan <i>Research Operations Relative to Kalamazoo</i>		7,000		Public charity
Council of Michigan Foundations <i>2016 Membership Renewal</i>		14,800		Public charity
Douglass Community Association <i>2016-17 Operational Support</i>		50,000		Public charity
Douglass Community Association <i>Executive Search</i>		5,000		Public charity
Downtown Kalamazoo Inc. <i>2016 Holiday Programming, Excluding KalamaTopia</i>		70,000		Public charity
ERAC/CE <i>2016-17 Kalamazoo County Programming</i>		10,000		Public charity
Gryphon Place <i>2016-17 Volunteer Kalamazoo Program</i>		25,000		Public charity
Kalamazoo Astronomical Society <i>2016 Astronomy Day, Speakers Fee</i>		4,000		Public charity
Kalamazoo City of <i>Group Violence Intervention Program (2 yr)</i>		75,000	75,000	Public charity
Kalamazoo City of <i>Bronson Park Decorations--Upgrade Phase I</i>		7,000		Public charity
Kalamazoo Experiential Learning Center <i>2016 Program Support</i>		74,000		Public charity
Kalamazoo in Bloom, Inc. <i>Operational Support</i>		5,000		Public charity
Kalamazoo Public Library		10,000		Public charity

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
Kalamazoo Public Library <i>ONEplace Operational Support (3 yr)</i>	90,000	90,000		Public charity
Kalamazoo Valley Community College Foundation <i>Health-Focused Campus Capital Campaign</i>	1,000,000	1,000,000		Public charity
Southwest Michigan First Corporation <i>2016 Non-debt related Operational Expenses</i>		350,000		Public charity
United Way of the Battle Creek and Kalamazoo Region <i>2016-2017 Annual Campaign</i>		65,000		Public charity
United Way of the Battle Creek and Kalamazoo Region <i>2017 Leadership Campaign Challenge</i>		50,000		Public charity
Vibrant Kalamazoo <i>Renovations for 1301 Portage Street</i>		40,000		Public charity
Vine Neighborhood Association, Inc. <i>Vine Neighborhood Revitalization</i>		7,000		Public charity
Volunteer Services of Greater Kalamazoo, Inc. <i>50th Anniversary Campaign</i>	25,000	2,170		Public charity
Western Michigan University Foundation <i>"Heritage Hall on Prospect Hill" Campaign</i>	2,284,023	1,634,023	650,000	Public charity
<i>Total Community Development</i>	<u>3,399,023</u>	<u>3,622,578</u>	<u>725,000</u>	
<u>Education</u>				
Educating For Freedom in Schools <i>2016 Summer Programs</i>		15,000		Public charity
Kalamazoo County Ready 4s <i>2016-17 Operational and Administrative expenses only</i>		100,000		Public charity
Kalamazoo Literacy Council <i>2016 Operational Support</i>		25,000		Public charity
Kalamazoo Regional Educational Service Agency <i>MyCareer Quest Transportation</i>		5,000		Public charity
Kalamazoo Regional Educational Service Agency <i>Youth Opportunities Unlimited Education ReConnection Program</i>		35,000		Public charity
Specialized Language Development Center <i>2016-17 Kalamazoo County Operations</i>		15,000		Public charity

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
Vine Neighborhood Association, Inc. 2016 RAWK Operations		15,000		Public charity
Western Michigan University School of Medicine Early Introduction to Health Careers II (Kalamazoo Area Only)		32,000		Public charity
Youth Advancement Academy 2016 Summer Vocational Program		4,000		Public charity
Total Education	0	246,000	0	
Health & Well-being				
Boy Scouts of America "Seed to Life" Program		25,000		Public charity
Bronson Health Foundation 2016-17 FUSE Pilot Program		25,000		Public charity
Community AIDS Resource & Education Services of Southwest Michigan 2016-17 Kalamazoo County Operational Support		65,000		Public charity
Cheff Therapeutic Riding Center 2016 Operational Support		20,000		Public charity
Community Healing Centers 2016 Coming Together Conference		7,000		Public charity
Family Health Center 2015 "Back to School Bash" Program	500	0		Public charity
Family Health Center 2016 "Back to School Bash" Program		5,000		Public charity
GFM The Synergy Center 2015 "Seeking Safety" Program		500		Public charity
Hospital Hospitality House of Southwest Michigan "Two Houses One Heart" Capital Campaign	200,000	100,000	100,000	Public charity
InterAct of Michigan, Inc. Kalamazoo County Navigate-Model Program		35,000		Public charity
Kalamazoo County Juvenile Home 2016 Music Therapy Program		15,000		Public charity
Muscular Dystrophy Association Summer Camp for Kalamazoo County Children		1,500		Public charity
Planned Parenthood of Michigan		20,000		Public charity

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
<i>2016-17 Kalamazoo County Education and Outreach Programs</i>				
Prevention Works of Southwest Michigan, Inc. <i>2016-17 Kalamazoo County Programs and Services</i>		75,000		Public charity
Y.W.C.A. <i>2017 Maternal Infant Health Program</i>		100,000		Public charity
Total Health & Well-being	<u>200,500</u>	<u>494,000</u>	<u>100,000</u>	
<u>Human Services</u>				
Aacorn Farm Inc. <i>2016 Operational Support</i>		30,000		Public charity
Arc Community Advocates <i>2016 Operational Support</i>		25,000		Public charity
Arcadia Information Network <i>Marketing Development</i>		17,000		Public charity
Big Brothers Big Sisters A Community of Caring <i>2016 Kalamazoo County Programs, Operations</i>		35,000		Public charity
Boys & Girls Clubs of Greater Kalamazoo, Inc. <i>2016-17 Douglass Unit Operations</i>		30,000		Public charity
Can-Do Kitchen <i>2016 Operational Support</i>		15,000		Public charity
Community AIDS Resource & Education Services of Southwest Michigan <i>LGBT Homeless Youth Coalition (Kalamazoo Area)</i>		20,000		Public charity
Center for Transformation <i>2016 Operational Support</i>		10,000		Public charity
Communities in Schools of Kalamazoo <i>2016 Girls on the Run</i>		10,000		Public charity
Communities in Schools of Kalamazoo <i>2016-17 Program Support</i>		100,000		Public charity
Comstock Community Center, Inc. <i>Office Equipment Upgrade</i>		28,000		Public charity
Disability Network Southwest Michigan <i>2015-16 Kalamazoo County Independent Living Program</i>		25,000		Public charity
Douglass Community Association <i>Roof Project</i>		60,000		Public charity

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
Ecumenical Senior Center <i>2016-17 Operational Support</i>		35,000		Public charity
Edison Neighborhood Association, Inc. <i>2016 Program Support</i>		10,000		Public charity
Educating For Freedom in Schools <i>Gurlz of Color. Set 4 Life! Program</i>		10,000		Public charity
Fair Food Matters <i>Operational Support</i>		7,500		Public charity
Fair Housing Center of Southwest Michigan <i>2016-19 Local HUD Matches</i>		45,000		Public charity
Family and Children Services, Inc. <i>"Making Room for Hope" Capital Campaign</i>	750,000	750,000		Public charity
First Congregational Church <i>2017 Community Outreach Programs</i>		30,000		Public charity
First Day Shoe Fund <i>2016-17 Operational Support</i>		12,500		Public charity
Friendship House <i>"Restore Ministries" 2016 Operations</i>		30,000		Public charity
Friendship House <i>2016 Emergency Relief Fund</i>		15,000		Public charity
Future 4 Teens <i>Kalamazoo County Programming</i>		7,500		Public charity
GFM The Synergy Center <i>"Urban Zone" Renovation</i>		20,000		Public charity
Girl Scouts Heart of Michigan <i>Camp Merrie Wood Equipment Acquisition</i>		25,000		Public charity
Goodwill Industries of Southwestern <i>2016 GAP Program</i>		15,500		Public charity
Greater Kalamazoo Area Chapter American Red Cross <i>Emergency Operations Center Equipment</i>		10,000		Public charity
Housing Resources, Inc. <i>2016 Operational Support</i>		75,000		Public charity
Interfaith Homes of Kalamazoo, Inc. <i>Community Connections Summer Program</i>		3,000		Public charity
Junior Achievement of Southwest Michigan, Inc. <i>2016-17 Support for Kalamazoo County Programs and Office</i>		25,000		Public charity

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
Kairos Dwelling <i>2016 Operational Support</i>		25,000		Public charity
Kalamazoo Center for Youth & Community <i>2016-17 Programming</i>		110,000		Public charity
Kalamazoo, City of <i>Davis St Park Redevelopment</i>		10,000		Public charity
Kalamazoo County Advocates for Senior Issues <i>Kalamazoo County Celebrates Elderhood</i>		5,000		Public charity
Kalamazoo County Government <i>2016-17 Young Adult Diversion Court Program</i>		30,500		Public charity
Kalamazoo Junior Girls Organization <i>2016 Operational Support</i>		60,000		Public charity
Kalamazoo Loaves and Fishes, Inc. <i>2016-17 Grocery Pantry Program</i>		75,000		Public charity
Kalamazoo Neighborhood Housing Services, <i>2016 Home Buyer Assistance Program</i>		20,000		Public charity
Kalamazoo Neighborhood Housing Services, <i>2016 Home Ownership Center Operations</i>		20,000		Public charity
Kalamazoo Valley Habitat for Humanity, Inc. <i>2016-17 Kalamazoo County Housing Program</i>		30,000		Public charity
LIFT Foundation <i>Neighborhood Network Center</i>		5,000		Public charity
Michigan Blind Athletic Association <i>2016-17 Kalamazoo County Operational Support</i>		15,000		Public charity
Michigan Foundation for the Blind and Visually Impaired <i>2015-16 Operational Support for Kalamazoo County Services</i>		10,000		Public charity
Ministry With Community <i>2015-16 Operational Support</i>		50,000		Public charity
Mothers of Hope <i>Technical Assistance</i>		5,000		Public charity
New Genesis, Inc. <i>Summer Camp</i>		7,500		Public charity
Open Doors Kalamazoo <i>2016 Operational Support</i>		30,000		Public charity
Open Roads Bike Program <i>2016 Operations</i>		30,000		Public charity

Organization and Project	Accrued 1/1/16	Paid in 2015	Accrued 12/31/16	Foundation Status
Oshtemo Friends of the Parks <i>Drake Farmstead Park Improvements</i>		25,000		Public charity
Parent to Parent of SW MI <i>2016 Kalamazoo County Operations</i>		15,000		Public charity
Portage Community Outreach Center <i>2016 Middle School Summer Recreation Program</i>		3,500		Public charity
Pretty Lake Vacation Camp <i>100th Anniversary Marketing & Development Initiative</i>		10,000		Public charity
Shepherds Center of Greater Kalamazoo <i>2016-17 "Breaktime" Program</i>		10,000		Public charity
SHARE <i>Racial Healing Initiatives</i>		20,000		Public charity
St. Luke's Episcopal Church <i>2016-17 Partners in Transition Outreach</i>		15,000		Public charity
United Way of the Battle Creek and Kalamazoo Region <i>Eviction Diversion Project</i>		50,000		Public charity
United Way of the Battle Creek and Kalamazoo Region <i>2016-17 KYD Network Support</i>		110,000		Public charity
Urban Alliance <i>"Momentum" Project</i>		25,000		Public charity
Western Michigan University Foundation <i>Foundation on the Hill Student Participation</i>		1,370		Public charity
Western Michigan University Foundation <i>Kalamazoo County 2017 Great Lakes PeaceJam Activities</i>		20,000		Public charity
Y.W.C.A. <i>2016 "Ready to Learn & Grow" Program</i>		35,000		Public charity
Total Human Services	750,000	2,408,870	0	
Foundation match of employee and trustee contributions to public charities		33,750		Public charity
Challenge/matching grants not booked	-97,000	0	-734,000	
Grand Total	4,339,023	11,440,772	760,000	

Gilmore Foundation

2016 Annual and Final Expenditure Responsibility Report

I. Introduction

The following constitutes the 2016 Expenditure Responsibility Report for The Gilmore Foundation. At the end of the calendar year 2015, the account had a remaining positive balance of Thirty Six Thousand Two Hundred Eighty Four 53/100 (\$36,284.53) with which to begin 2016 Grant Year. (See Exhibit A) Distributions during 2016 to participants/beneficiaries plus the total of other professional and miscellaneous expenditures were Seventeen Thousand One Hundred Eighty Eight 39/100 (\$17,188.39) dollars. Investment earnings generated an additional Forty Three 69/100 (\$43.69) dollars in interest. The resulting unexpended grant balance was Nineteen Thousand One Hundred One 70/100 (\$19,101.70) dollars. These excess funds were not returned as year-end to ISGF, but were left in the account to add to the Grant amount to be expended in 2017.

II. Background

- A. **General Purpose of Grant.** By providing the 2016 Grant, ISGF continued its support of Gilmore's mission (i.e., financial assistance to deserving persons of extremely low income on the basis of need for one (1) year). ISGF has elected to continue its support of said program in 2017, and has entered into a new written Expenditure Responsibility Agreement with Gilmore establishing, among other things, the length of the Grant, Grant purposes, project details, and applicable terms and conditions.
- B. **Project Details.** In the past, applications to Gilmore's program were accepted from qualified individuals at the discretion of the disbursing committee. Applications were then reviewed by the disbursing committee and a full investigation, including personal interviews, were conducted prior to any final decisions being rendered. Considerations relative to program applicants included, but were not limited to, the income and expenses of each eligible applicant as well as the applicant's age, physical condition, job skills and ability to work, as judged on a case-by-case basis. Amounts provided varied from recipient to recipient based upon each recipient's individual circumstances taking into account the criteria set forth above. Upon acceptance into the program, recipients received an annualized grant amount, which was paid in equal monthly installments, assuming continued qualification.
- C. **Progress Toward Achieving Purposes.** Gilmore made progress in realizing its project purposes by continuing the support of pre-existing recipients who had earlier qualified to receive funds.

III. Terms and Conditions

According to the written Expenditure Responsibility Agreement, Gilmore was required to meet various grant terms and conditions. All of these terms were met.

- A. Gilmore agreed to use no part of the Grant for purposes other than those described in paragraph II above. The 2016 Grant was used solely for these purposes.
- B. Gilmore agreed that no portion of the Grant funds would be used in a manner, which in any way placed or potentially placed ISGF in violation of any Internal Revenue Service Code and/or regulation section. No portion of the 2016 Grant was used in such a manner.
- C. Gilmore agreed, as a condition of receiving an Expenditure Responsibility Grant, that grant monies would be maintained in a separate fund declared for the charitable purposes of the Grant. The Grant monies were maintained separately. Gilmore further agreed not to commingle said Grant funds with funds that were not dedicated exclusively for the charitable purposes of the Grant. The Grant monies were maintained separately and no commingling occurred.
- D. In some years past, Gilmore agreed to repay any portion of the granted funds that were not used for the specific purposes of said Grant. However, in 2016, as in 2015, ISGF instructed Gilmore to retain the remaining, unused funds in the account to provide that portion of the next year's Grant. In November, 2015, the amount of the Grant received for 2016 was modified to take into account the difference between the excess funds remaining at year end and the 2016 requested Grant amount.
- E. Gilmore agreed to maintain records of receipts and expenditures and to make its book and records available to ISGF at reasonable times. These steps were taken. In addition, Gilmore agreed to submit full and complete annual reports relating to the matter in which were spent and the progress made in accomplishing the purposes of the Grant.
- F. Gilmore agreed that ISGF had the right to discontinue, modify or withhold all or part of said Grant funds when, in ISGF's judgment, such action was necessary to comply with applicable laws and/or regulations. ISGF neither discontinued or modified nor withheld any of said Grant funds.

IV. Specific Uses of Grant Monies

- A. Installments. Program recipients who met Grant requirements commencing in December 2015 were eligible to receive an annualized monthly installment payment in January 2016. This pattern continued through November and December 2016 with November being the recipients' last qualifying month and December being the month in which recipients received their final installment payments.

B. Recipients of Program Monies. Exhibit B sets forth those recipients who received program monies, each recipient's monthly and annual payments, as well as payment totals.

1. Active Participants. Active participants were those recipients who received program monies during the *full duration of the one-year term*. The 2016 year ended with two (2) active participants.

2. Total Payments. Total payments to *all* participants in 2016 equaled Thirteen Thousand Seven Hundred Fifty One 52/100 (\$13,751.52) dollars. Exhibit B sets forth the breakdown in monthly participant distributions.

C. Monies Refunded. In 2016, ISGF instructed Gilmore to retain, not refund, the remaining, unused funds in the account to provide for the next year's Grant. Thus, we did not receive funds from ISGF in 2016 to fund the 2017 grant year.

D. Expenses. In addition to actual recipient monthly installment payments, Gilmore incurred a variety of ordinary operating expenses in carrying out its program. These are outlined and set forth in Exhibit A. The total of such expenses was \$3,475. A description of each type of expenditure is set forth below.

1. Monthly Trustee Fee. This fee represents the base amount charged by the trustee for administering the account. The amount charged was \$1,800 divided by 12 months, or \$150 per month.

2. Professional Fee. Fee invoice for 2014 tax preparation was paid in the amount of \$875 in June 2016, as reflected herein. Additionally, fee invoice for 2015 tax preparation was paid in the amount of \$800 in November 2016.

V. Summary

By way of the Grant monies provided by ISGF, Gilmore was able to continue in its mission of assisting needy, low income persons throughout 2016. The Grant period was one year in duration ending in December 2016. The information supplied within this document constitutes the annual and final report for the 2016 Grant term.

Signature: _____

Jeff Steeby, Vice President

Date: 5/1/17

EXHIBIT A
THE GILMORE FOUNDATION #8613606
2016 Expenditure Report
January 1, 2016 through December 31, 2016

Month	Deposits	Investment Earnings	Total Receipts	Participant Fee	Monthly Trustee Fee	Professional Fee	Extra Funds Paid	Total Fees & Exp.	Fees subtract Interest	Monthly Grantee Payments	Net Monthly Outgoing	Ending Balance
January		\$0.43	\$0.43		\$150.00		\$0.00	\$150.00	\$149.57	\$1,145.96	\$1,295.53	\$36,284.53
February		\$2.31	\$2.31		\$150.00		\$0.00	\$150.00	\$147.69	\$1,145.96	\$1,293.65	\$34,989.00
March		\$4.13	\$4.13		\$150.00		\$0.00	\$150.00	\$146.87	\$1,145.96	\$1,291.83	\$33,695.35
April		\$5.44	\$5.44		\$150.00		\$0.00	\$150.00	\$144.56	\$1,145.96	\$1,290.52	\$32,403.52
May		\$5.17	\$5.17		\$150.00		\$0.00	\$150.00	\$144.83	\$1,145.96	\$1,290.79	\$31,113.00
June		\$4.89	\$4.89		\$150.00		\$0.00	\$1,025.00	\$1,020.11	\$1,145.96	\$2,166.07	\$29,822.21
July		\$4.08	\$4.08		\$150.00		\$0.00	\$150.00	\$145.92	\$1,145.96	\$1,291.88	\$27,658.14
August		\$3.19	\$3.19		\$150.00		\$0.00	\$150.00	\$146.81	\$1,145.96	\$1,292.77	\$26,364.28
September		\$1.95	\$1.95		\$150.00		\$0.00	\$150.00	\$148.05	\$1,145.96	\$1,294.01	\$25,071.49
October		\$1.79	\$1.79		\$150.00		\$0.00	\$150.00	\$148.21	\$1,145.96	\$1,294.17	\$23,777.48
November		\$5.52	\$5.52		\$150.00		\$0.00	\$950.00	\$944.48	\$1,145.96	\$2,090.44	\$22,483.31
December		\$4.79	\$4.79		\$150.00		\$0.00	\$150.00	\$145.21	\$1,145.96	\$1,296.73	\$20,392.87
TOTALS	\$0.00	\$43.89	\$43.89	\$0.00	\$1,800.00	\$1,675.00	\$0.00	\$3,475.00	\$3,431.31	\$13,761.52	\$17,188.39	\$19,101.70

Disbursements
Interest
Tax
Repairs
Fees
Miscellaneous
2015 Remaining Balance

EXHIBIT B

**The Gilmore Foundation #8613606
FINAL PARTICIPANT RESPONSIBILITY REPORT
January 1, 2016 - December 31, 2016**

ID #	Participants	Monthly Payments	# of Months Paid	Monthly Payments	Additional Payments	Actual	
						Y-T-D Payments	Comments
	Canuelle, Lila	\$726.33	12	\$8,715.96		\$8,715.96	
	Crenshaw, Dianna	\$419.63	12	\$5,035.56		\$5,035.56	
Totals:		\$1,145.96		\$13,751.52	\$0.00	\$13,751.52	

Irving S. Gilmore Foundation

EIN: 23-7236057

Form 990-PF

Year ended December 31, 2016

Part I, line 27b—Differences Between Book Income and Net Investment Income

Following is a summary of the differences between book income and net investment income for the year:

	Book	Tax
Income for the year:		
Interest income	\$ 1,224,529	\$ 1,224,529
Dividend income	3,439,745	3,439,745
	<u>4,664,274</u>	<u>4,664,274</u>
Unrealized gains on investments	4,703,699	—
Realized gains on sales of investments	8,143,624	8,143,624
Other income	12,088	12,090
	<u>12,859,411</u>	<u>8,155,714</u>
Total income	17,523,685	12,819,988
All book expenses and grants	10,420,208	10,420,208
Difference in grants accrued vs. grants paid in 2016 (\$7,885,777 – \$11,440,772)	—	3,554,995
Difference in federal excise tax	—	-115,000
Difference in book/tax depreciation	—	-3,341
Difference in expenses accrued vs. expenses paid	—	153
	<u>10,420,208</u>	<u>13,857,015</u>
Total expenses		
Less expenses allocable for charitable purposes	N/A	-12,480,730
	<u>10,420,208</u>	<u>1,376,285</u>
Net expenses		
Book change in net assets	<u>\$ 7,103,477</u>	
Net investment income		<u>\$ 11,443,703</u>



Grant Application Guidelines

The Irving S. Gilmore Foundation reviews grant proposals six times per year. The Foundation strongly encourages grant proposal submissions prior to these deadlines.

Grant Proposal Deadlines:

<u>Submission Deadline</u>	<i>for</i>	<u>Trustee Review on</u>
January 9, 2017		March 28, 2017
March 1, 2017		May 16, 2017
May 1, 2017		July 18, 2017
July 5, 2017		September 19, 2017
September 1, 2017		November 21, 2017
November 1, 2017		January 16, 2018

Requests for \$7,500 or less may be submitted at any time.

Please submit one hard copy of your application. **The Foundation does not accept applications via email.**

The following should be considered before submitting a proposal to the Foundation:

1. The Foundation **does not make grants to individuals or for academic research;**
2. The Foundation supports **Kalamazoo County** projects, programs, and purposes carried out by charitable institutions (primarily public charities and governmental entities);
3. **Organizations that are first-time Foundation applicants or have not received Foundation funding in the past five years must contact the Foundation's Program Officer at least four weeks prior to an applicable submission deadline; and**
4. **Overdue final reports must be received by the Foundation prior to new grant proposal submissions.**

Submit Grant Proposals to:

Richard M. Hughey, Jr., Executive Vice President/CEO
Irving S. Gilmore Foundation
136 E. Michigan Avenue, Suite 900
Kalamazoo, MI 49007

Please submit one hard copy of your grant proposal.
Proposals must include ***all*** of the information requested.
Incomplete proposals may be delayed or declined.

If additional information or clarification is needed, please contact the Foundation's Program Officer, Carol Snapp, at (269) 342-6411.

The Foundation's Trustees will make all decisions regarding the funding of proposals without discrimination on the basis of race, color, creed, gender, marital status, religion, age, orientation, handicap or disability, height, weight, or national origin of the organization's staff or volunteers. It is expected that all beneficiaries of funding from the Irving S. Gilmore Foundation will adhere to existing State and Federally mandated affirmative action policies.

Grant Proposal Guidelines

The Foundation periodically updates its proposal guidelines. Please check our website for current guidelines before developing a proposal at www.isgilmore.org.

Please submit **one** hard copy of your application. **The Foundation does not accept applications via email.**

Organizations seeking funding must submit a **single, unbound** (no staples or paper clips) grant proposal that includes:

- I. **Cover Letter** - Must be on letterhead with mailing address and phone number. Signed by the organization's highest level board member and highest level executive staff member:
 - A. The **purpose** of the request;
 - B. The **dollar amount** being sought; and
 - C. Organization's fiscal year and/or project's timeline, if different.
- II. **Narrative** – Limited to six pages – single-sided, using at least 12 point font (please number pages):
 - A. **Mission Statement**;
 - B. **Brief Organizational History** with an *emphasis on recent activities* (especially those receiving Foundation funding support);
 - C. **Description** of the project/program/purpose to include:
 1. The perceived **need/opportunity** and **population** to be served;
 2. The **results** being sought;
 3. The planned **means** to achieve results, including strategies, resources, and personnel;
 4. **Timeline(s)** [e.g. Jan.-Feb. 20XX, program timeline (Sept 20XX-June 20XX), event date (the specific dates)];
 5. The **Evaluation Plan** (qualitative and/or quantitative means are acceptable); The evaluation plan should specifically address how the funded activity affects the organization's operations and programming, and how it tangibly and concretely benefits Kalamazoo residents; and
 6. Financial sustainability strategy.
- III. **Line-item budget and funding plan** - including all expenses, in-kind support, and revenue sources. The budget must identify all revenue sources by name and by status [e.g. committed, submitted (date), planned (date), and estimated (date)].
- IV. **Administrative Information**:
 - A. Most recent Internal Revenue Service **501(c)(3) Tax Exemption letter** (if your organization does not have a 501(c)(3) letter, please contact the Foundation's Program Officer).
 - B. List of **Board of Directors/Trustees** with contact information, occupations, and major organizational affiliations.
- V. **Organizational Financials**:
 - A. Current and upcoming fiscal year's **operating budgets**;
 - B. Most recent **operating statement** (Statement of Activities);
 - C. Most recent **balance sheet** (Statement of Financial Position); and
 - D. Most recent applicable **audit, review, compilation or 990**.
- VI. **Optional Attachments**: Marketing materials, media coverage/reviews, other related documentation, and/or support letters. (Please limit these to a few items – *quality* is preferred over quantity).