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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

THE LUMPKIN FAMILY FOUNDATION

C/O S.L. GRISSOM

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

121 S. 17TH STREET

Room/suite

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

MATTOON, IL 61938

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

▶ \$ 48,395,857.

(Part I, column (d) must be on cash basis)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

A Employer identification number

23-7423640

B Telephone number

(217) 235-4410

C If exemption application is pending, check here ☐D-1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

944,442.

N/A

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

9,186.

9,186.

STATEMENT 1

4 Dividends and interest from securities

1,111,857.

1,111,857.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

3,847,616.

b Gross sales price for all assets on line 6a 21,001,100.

7 Capital gain net income (from Part IV, line 2)

3,847,616.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

5,019.

5,019.

STATEMENT 3

12 Total Add lines 1 through 11

5,918,120.

4,973,678.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

318,858.

0.

318,858.

15 Pension plans, employee benefits

46,437.

0.

46,437.

16a Legal fees

b Accounting fees

STMT 4

6,825.

0.

6,825.

c Other professional fees

STMT 5

236,840.

200,005.

36,835.

17 Interest

18 Taxes

STMT 6

57,761.

28,761.

0.

19 Depreciation and depletion

559.

0.

20 Occupancy

21 Travel, conferences, and meetings

64,840.

0.

64,840.

22 Printing and publications

305.

0.

305.

23 Other expenses

STMT 7

27,646.

0.

27,646.

24 Total operating and administrative expenses. Add lines 13 through 23

760,071.

228,766.

501,746.

25 Contributions, gifts, grants paid

2,835,419.

2,835,419.

26 Total expenses and disbursements.

Add lines 24 and 25

3,595,490.

228,766.

3,337,165.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

2,322,630.

b Net investment income (if negative, enter -0-)

4,744,912.

c Adjusted net income (if negative, enter -0-)

N/A

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,496,635.	6,398,348.	6,398,348.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 10	430,507.	430,507.	418,420.
	b Investments - corporate stock STMT 11	26,368,935.	24,720,362.	31,759,654.
	c Investments - corporate bonds STMT 12	5,914,582.	6,056,909.	5,998,775.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	4,523,815.	3,963,625.	3,820,381.
	14 Land, buildings, and equipment: basis ▶ 2,742.			
	Less: accumulated depreciation STMT 9 ▶ 2,463.	838.	279.	279.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	39,735,312.	41,570,030.	48,395,857.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	16,229,481.	16,653,005.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	23,505,831.	24,917,025.	
	30 Total net assets or fund balances	39,735,312.	41,570,030.	
31 Total liabilities and net assets/fund balances		39,735,312.	41,570,030.	

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	39,735,312.
2 Enter amount from Part I, line 27a	2	2,322,630.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	42,057,942.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	487,912.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	41,570,030.

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Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES - DETAILS			
b AVAILABLE UPON REQUEST	P		
c CLASS ACTION PROCEEDS	P		
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 20,997,697.		17,153,484.	3,844,213.
c 3,403.			3,403.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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	
a			
b			3,844,213.
c			3,403.
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	3,847,616.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V

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

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

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

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

☐ Yes
☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	3,190,503.	47,524,793.	.067133
2014	2,656,240.	47,445,736.	.055985
2013	2,326,738.	44,189,617.	.052654
2012	2,485,669.	40,043,551.	.062074
2011	1,762,519.	40,892,988.	.043101

2 Total of line 1, column (d)	2	.280947
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	.056189
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	45,756,662.
5 Multiply line 4 by line 3	5	2,571,021.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	47,449.
7 Add lines 5 and 6	7	2,618,470.
8 Enter qualifying distributions from Part XII, line 4	8	3,337,165.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	47,449.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	47,449.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	47,449.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	58,208.	
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	58,208.	
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	10,759.	
11 Enter the amount of line 10 to be. Credited to 2017 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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)	11 X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>LUMPKINFOUNDATION.ORG</u>	13 X	
14 The books are in care of ► <u>S.L. GRISSOM, ASSISTANT TREASURER</u> Telephone no. ► <u>217-235-4410</u> Located at ► <u>121 SOUTH 17TH STREET, MATTOON, IL</u> ZIP+4 ► <u>61938</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
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 ►	16	X

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	☐ 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.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	N/A	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE KARMAZIN	EXECUTIVE DIRECTOR*			
121 SOUTH 17TH ST., MATTOON IL 61938	0.00	191,309.	8,645.	5,600.
AMANDA STANDERFER	PROGRAM DIRECTOR*			
121 SOUTH 17TH ST., MATTOON IL 61938	0.00	82,680.	3,712.	600.

* Denotes Full Time

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NEUBERGER BERMAN 190 S LA SALLE ST, 23RD FLR, CHICAGO, IL 60603	INVESTMENT SERVICES	61,828.
R. W. BAIRD & COMPANY 777 E. WISCONSIN, MILWAUKEE, WI 53202	INVESTMENT SERVICES	50,688.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A
Summary of Direct Charitable Activities

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

Part IX-B
Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	43,400,976.
b	Average of monthly cash balances	1b	3,052,488.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	46,453,464.
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	46,453,464.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	696,802.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,756,662.
6	Minimum investment return. Enter 5% of line 5	6	2,287,833.

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

1	Minimum investment return from Part X, line 6	1	2,287,833.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	47,449.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	47,449.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,240,384.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,240,384.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,240,384.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,337,165.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,337,165.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	47,449.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,289,716.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,240,384.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012	311,069.			
c From 2013	178,083.			
d From 2014	379,985.			
e From 2015	784,526.			
f Total of lines 3a through e	1,653,663.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 3,337,165.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				2,240,384.
e Remaining amount distributed out of corpus	1,096,781.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,750,444.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,750,444.			
10 Analysis of line 9				
a Excess from 2012	311,069.			
b Excess from 2013	178,083.			
c Excess from 2014	379,985.			
d Excess from 2015	784,526.			
e Excess from 2016	1,096,781.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

c. Qualifying distributions from Part XII,
line 4 for each year listed

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

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

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

a "Assets" alternative test - enter.

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

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

c "Support" alternative test - enter:

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

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 15

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

NONE

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

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

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

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

c Any submission deadlines:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT				2,835,419.
Total			▶ 3a	2,835,419.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	9,186.	
4	Dividends and interest from securities			14	1,111,857.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	5,019.	
8	Gain or (loss) from sales of assets other than inventory			18	3,847,616.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.		4,973,678.	0.
13	Total. Add line 12, columns (b), (d), and (e)					4,973,678.

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

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

d. If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

☒ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	
	N/A	
	N/A	

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

Phone no. (312) 486-1000

2016.04013 THE LUMPKIN FAMILY FOUNDATI 23742361

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2016

Name of the organization

THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number

23-7423640

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number

23-7423640

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BENJAMIN I. LUMPKIN 121 SOUTH 17TH STREET MATTOON, IL 61938	\$ 103,444.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	ELIZABETH L. CELIO 121 SOUTH 17TH STREET MATTOON, IL 61938	\$ 23,250.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	MARGARET L. KEON 2006 CRUT 121 SOUTH 17TH STREET MATTOON, IL 61938	\$ 386,064.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	KATHERINE S. KEON 121 SOUTH 17TH STREET MATTOON, IL 61938	\$ 78,237.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
5	MARGARET K. PARTRIDGE-HICKS 121 SOUTH 17TH STREET MATTOON, IL 61938	\$ 2,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	ELIZABETH L. CELIO 121 SOUTH 17TH STREET MATTOON, IL 61938	\$ 350,947.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

Name of organization

THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number

23-7423640

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	3,750 SHARES OF CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.	\$ 103,444.	12/05/16
4	925 SHARES OF VERISIGN, INC.	\$ 78,237.	08/02/16
6	4,875 SHARES OF CONSOLIDATED COMMUNICATIONS INC.	\$ 94,867.	01/13/16
6	3,750 SHARES OF CONSOLIDATED COMMUNICATIONS INC.	\$ 103,950.	12/19/16
6	5,500 SHARES OF CONSOLIDATED COMMUNICATIONS INC.	\$ 152,130.	12/23/16
		\$	

Name of organization

Employer identification number

THE LUMPKIN FAMILY FOUNDATION**C/O S.L. GRISSOM****23-7423640****Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) **\$**

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST MID-ILLINOIS BANK & TRUST	4.	4.	
FIRST MID-ILLINOIS BANK & TRUST - PRIME MONEY MARKET	5,480.	5,480.	
HARRIS TRUST & SAVINGS BANK	132.	132.	
U.S. TRUST BANK OF AMERICA	935.	935.	
U.S. TRUST BANK OF AMERICA - BRANDES	955.	955.	
U.S. TRUST BANK OF AMERICA - HARRIS	1,219.	1,219.	
U.S. TRUST BANK OF AMERICA - KLD 2500 INDEX FUND	38.	38.	
U.S. TRUST BANK OF AMERICA - NEUBERGER BERMAN	322.	322.	
U.S. TRUST BANK OF AMERICA - PARAMETRIC	11.	11.	
U.S. TRUST BANK OF AMERICA - TRILLIUM	90.	90.	
TOTAL TO PART I, LINE 3	9,186.	9,186.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
COLES TOGETHER NOTE RECEIVABLE	20,000.	0.	20,000.	20,000.	
CONSOLIDATED COMMUNICATIONS INC.	1,211.	0.	1,211.	1,211.	
FIRST MID-IL BANCSHARES INC.	120,544.	0.	120,544.	120,544.	
GOLDMAN SACHS MULTI-MANAGER	9,230.	0.	9,230.	9,230.	
PINE GROVE ALTERNATIVE FUND	32,554.	0.	32,554.	32,554.	
SKYBRIDGE MULTI-ADVISER					
HEDGE FUND	13,932.	0.	13,932.	13,932.	
U.S. TRUST BANK OF AMERICA - BRANDES	251,800.	0.	251,800.	251,800.	

U.S. TRUST BANK OF AMERICA - HARRIS	297,506.	0.	297,506.	297,506.
U.S. TRUST BANK OF AMERICA - KLD 2500 INDEX FUND	59,750.	0.	59,750.	59,750.
U.S. TRUST BANK OF AMERICA - NEUBERGER BERMAN	172,199.	0.	172,199.	172,199.
U.S. TRUST BANK OF AMERICA - PARAMETRIC	91,308.	0.	91,308.	91,308.
U.S. TRUST BANK OF AMERICA - TRILLIUM	41,823.	0.	41,823.	41,823.
TO PART I, LINE 4	1,111,857.	0.	1,111,857.	1,111,857.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCION NM 2011C	5,019.	5,019.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,019.	5,019.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	6,825.	0.		6,825.
TO FORM 990-PF, PG 1, LN 16B	6,825.	0.		6,825.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - ROBERT W. BAIRD, INC.	50,688.	50,688.		0.
INVESTMENT FEES - HARRIS				
BANK & TRUST INVESTMENT FEES -	24,872.	24,872.		0.
NEUBERGER BERMAN	61,828.	61,828.		0.
INVESTMENT FEES - TRILLIUM	15,932.	15,932.		0.
INVESTMENT FEES - PARAMETRIC	6,305.	6,305.		0.
INVESTMENT FEES - US TRUST BANK OF AMERICA	40,380.	40,380.		0.
CONSULTING FEES - ARABELLA ADVISORS	9,438.	0.		9,438.
CONSULTING FEES - APPLIED ECOLOGICAL SERVICES	2,353.	0.		2,353.
CONSULTING FEES - NEW VENTURE FUND	6,737.	0.		6,737.
CONSULTING FEES - IRIS KRIEG & ASSOCIATES	12,307.	0.		12,307.
CONSULTING FEES - HUMAN SYSTEMS DYNAMIC	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16C	236,840.	200,005.		36,835.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	28,761.	28,761.		0.
FIT - ESTIMATED PAYMENTS	29,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	57,761.	28,761.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES	10,609.	0.		10,609.	
POSTAGE/SHIPPING	1,018.	0.		1,018.	
WEBSITE MAINTENANCE	2,340.	0.		2,340.	
FILING & OTHER FEES	155.	0.		155.	
INSURANCE EXPENSE	2,371.	0.		2,371.	
SOFTWARE EXPENSE	6,964.	0.		6,964.	
MISCELLANEOUS EXPENSE	74.	0.		74.	
EQUIPMENT LEASE EXPENSE	2,429.	0.		2,429.	
COMPUTER AND NETWORK MAINTENANCE	1,686.	0.		1,686.	
TO FORM 990-PF, PG 1, LN 23	27,646.	0.		27,646.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION	AMOUNT				
DIFFERENCE BETWEEN TAX BASIS CAPITAL GAIN AND BOOK BASIS CAPITAL GAIN	487,912.				
TOTAL TO FORM 990-PF, PART III, LINE 5	487,912.				

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT	9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE	
COMPUTER EQUIPMENT	2,742.	2,463.	279.	279.	
TO 990-PF, PART II, LN 14	2,742.	2,463.	279.	279.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STATE AND MUNICIPAL OBLIGATIONS		X	430,507.	418,420.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			430,507.	418,420.
TOTAL TO FORM 990-PF, PART II, LINE 10A			430,507.	418,420.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE STMT	24,720,362.	31,759,654.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,720,362.	31,759,654.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STMT	6,056,909.	5,998,775.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,056,909.	5,998,775.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE STMT	COST	3,463,625.	3,320,381.
COLES TOGETHER - NOTE RECEIVABLE	COST	500,000.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,963,625.	3,820,381.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN K. DE WYNGAERT 121 SOUTH 17TH STREET MATTOON, IL 61938	TRUSTEE 5.00	0.	0.	0.
BARBARA S. FEDERICO 121 SOUTH 17TH STREET MATTOON, IL 61938	TRUSTEE 5.00	0.	0.	0.
RICHARD ANTHONY LUMPKIN 121 SOUTH 17TH STREET MATTOON, IL 61938	TREASURER 5.00	0.	0.	0.
S.L. GRISSOM 121 SOUTH 17TH STREET MATTOON, IL 61938	SECRETARY & ASSIS. TREAS. 5.00	0.	0.	0.
ADRIENNE COLE 121 SOUTH 17TH STREET MATTOON, IL 61938	ASSISTANT SECRETARY 5.00	0.	0.	0.
RICHARD DE WYNGAERT 121 SOUTH 17TH STREET MATTOON, IL 61938	VICE-PRESIDENT* 5.00	0.	0.	0.
CHRISTINA DUNCAN 121 SOUTH 17TH STREET MATTOON, IL 61938	PRESIDENT* 5.00	0.	0.	0.
ELIZABETH L. CELIO 121 SOUTH 17TH STREET MATTOON, IL 61938	TRUSTEE 5.00	0.	0.	0.
JOSEPH DIVELY 13179 E. CR 720N CHARLESTON, IL 61920	TRUSTEE 5.00	0.	0.	0.
LISA BARR 336 S ORCHARD STREET WALLINGFORD, CT 06492	TRUSTEE 5.00	0.	0.	0.
ILA DUNCAN 121 SOUTH 17TH STREET MATTOON, IL 61938	TRUSTEE 5.00	0.	0.	0.

THE LUMPKIN FAMILY FOUNDATION C/O S.L. G

23-7423640

DEBORAH GILLESPIE	TRUSTEE			
321 NORTH CLARK ST, SUITE 1500	5.00	0.	0.	0.
CHICAGO, IL 60654				

* ALSO SERVES AS TRUSTEE

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	0.	0.	0.
--	----	----	----

FORM 990-PF	PART XV - LINE 1A	STATEMENT	15
	LIST OF FOUNDATION MANAGERS		

NAME OF MANAGER

RICHARD ANTHONY LUMPKIN
ELIZABETH L. CELIO

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER EQUIPMENT	12/01/14	200DB	3.00	MACRS	17	2,742.				2,742.	1,904.		559.	2,463.
	* TOTAL 990-PF PG 1 DEPR						2,742.				2,742.	1,904.		559.	2,463.

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2016
Part II BALANCE SHEETS**

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

<u>UNITS</u>	<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
100,000 00	CUYAHOGA CNTY OH 4 284% 6/1/19	100,422 00	104,671 00
100,000 00	FLORIDA HURRICANE 2 995% 7/1/20	102,673 00	102,605 00
200,000 00	NEW YORK CITY NY 4 075% 11/1/20	227,412 00	211,144 00
TOTAL TO FORM 990-PF, PART II, LINE 10A		430,507.00	418,420.00

CORPORATE STOCK

<u>UNITS</u>	<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
50 00	2U INC	1,455 00	1,507 50
123 00	3D SYS CORP	1,878 20	1,634 67
1,182 00	3M CO	88,696 00	211,069 74
90 00	8X8 INC NEW	1,201 50	1,287 00
100 00	AARONS INC	2,696 99	3,199 00
550 00	ABBOTT LABS	21,637 00	21,125 50
550 00	ABBVIE INC	30,992 50	34,441 00
47 00	ABIOMED INC	4,421 29	5,295 96
60 00	ABM INDS INC	2,292 00	2,450 40
135 00	ACADIA HEALTHCARE CO INC	7,129 10	4,468 50
140 00	ACADIA PHARMACEUTICALS INC	2,972 65	4,037 60
1,575 00	ACADIA RLTY TR	41,787 24	51,471 00
40 00	ACCELERON PHARMA INC	1,471 20	1,020 80
224 00	ACCENTURE PLC	23,175 04	26,237 12
4 00	ACCO BRANDS CORP	28 82	52 20
234 00	ACI WORLDWIDE INC	4,810 94	4,247 10
170 00	ACORDA THERAPEUTICS INC	3,994 08	3,196 00
281 00	ACTIVISION BLIZZARD INC	9,053 82	10,146 91
219 00	ACUITY BRANDS INC	40,082 25	50,558 34
87 00	ACXIOM CORP	1,889 63	2,331 60
197 00	ADOBE SYS INC	17,410 86	20,281 15
16 00	ADVANCED AUTO PTS INC	2,453 76	2,705 92
90 00	ADVANCED ENERGY INDS	3,478 50	4,927 50
755 00	ADVANCED MICRO DEVICES INC	4,631 38	8,561 70
53 00	ADVISORY BRD CO	2,804 08	1,762 25

370 00	AEGION CORP	6,749 80	8,769 00
28,453 00	AEGON N V	174,592 73	157,345 09
20 00	AEP INDS INC	2,198 40	2,322 00
143 00	AETNA INC	15,808 65	17,733 43
193 00	AFLAC INC	11,788 44	13,432 80
116 00	AGCO CORP	6,281 15	6,711 76
65 00	AGILENT TECHNOLOGIES INC	2,509 00	2,961 40
39 00	AGIOS PHARMACEUTICALS INC	1,664 12	1,627 47
295 00	AGREE REALTY CORP	11,294 07	13,584 75
145 00	AIR LEASE CORP	4,224 54	4,977 85
55 00	AIR METHODS CORP COM	2,610 30	1,751 75
91 00	AIR PRODS & CHEMS INC	11,181 04	13,087 62
140 00	AKAMAI TECHNOLOGIES INC	7,775 60	9,335 20
85 00	AKORN INC	1,191 47	1,855 55
124 00	ALASKA AIR GROUP INC	10,259 75	11,002 52
456 00	ALBANY MOLECULAR RESH INC	6,769 44	8,554 56
115 00	ALBEMARLE CORP	7,236 09	9,899 20
190 00	ALDER BIOPHARMACEUTICALS INC	4,867 40	3,952 00
115 00	ALERE INC	3,582 62	4,481 55
100 00	ALEXANDRIA REAL ESTATE EQ INC	8,629 94	11,113 00
59 00	ALEXION PHARMACEUTICALS INC	8,899 56	7,218 65
80 00	ALIGN TECHNOLOGY INC	2,210 79	7,690 40
614 00	ALKERMES PLC	27,661 24	34,126 12
12 00	ALLEGHANY CORP DEL	5,777 65	7,297 44
21 00	ALLEGiant TRAVEL CO	2,160 48	3,494 40
90 00	ALLEGION PLC	4,757 29	5,760 00
109 00	ALLERGAN PLC	32,255 28	22,891 09
780 00	ALLIANCE DATA SYS CORP	185,952 78	178,230 00
306 00	ALLIANT CORP	8,947 68	11,594 34
130 00	ALLIED WORLD ASSURANCE CO HLDGS	3,948 55	6,982 30
245 00	ALLSCRIPTS-MISYS HEALTHCARE	3,709 34	2,501 45
184 00	ALLSTATE CORP	11,926 88	13,638 08
80 00	ALNYLAM PHARMACEUTICALS INC	4,804 00	2,995 20
390 00	ALON USA ENERGY INC	3,147 30	4,438 20
91 00	ALPHABET INC	65,412 62	70,235 62
350 00	ALPHABET INC	252,942 35	277,357 50
118 00	AMAZON COM INC	68,327 90	88,484 66
44 00	AMBARELLA INC	2,053 00	2,381 72
67 00	AMC NETWORKS INC	4,355 00	3,506 78
50 00	AMEDISYS INC	1,067 20	2,131 50
51 00	AMEREN CORP	2,393 94	2,675 46
3,365 00	AMERICA MOVIL S A B DE C V	68,449 18	42,298 05
297 00	AMERICAN AIRLS GROUP INC	12,426.48	13,866 93
145 00	AMERICAN CAMPUS CMNTYS INC	4,948 54	7,216 65
200 00	AMERICAN EAGLE OUTFITTERS NEW	3,522 90	3,034 00
216 00	AMERICAN ELEC PWR INC	13,335 84	13,599 36
238 00	AMERICAN EQUITY INVT LIFE HLDG	4,061 46	5,364 52

3,600 00	AMERICAN EXPRESS CO	195,734 63	266,688 00
70 00	AMERICAN FINL GROUP INC OHIO	5,216 90	6,168 40
234 00	AMERICAN HOMES 4 RENT	3,682 74	4,909 32
418 00	AMERICAN INTL GROUP INC	21,690 02	27,299 58
770 00	AMERICAN SOFTWARE INC	7,994 60	7,954 10
70 00	AMERICAN STS WTR CO	2,854 60	3,189 20
143 00	AMERICAN TOWER CORP	13,543 53	15,112 24
20 00	AMERICAN WOODMARK CORP	1,713 40	1,505 00
29 00	AMERIPRISE FINL INC	2,552 58	3,217 26
3,483 00	AMERISOURCEBERGEN CORP	272,387 64	272,335 77
171 00	AMETEK INC NEW	8,194 32	8,310 60
249 00	AMGEN INC	36,951 60	36,406 29
65 00	AMN HEALTHCARE SVCS INC	1,164 15	2,499 25
176 00	AMPHENOL CORP NEW	9,657 12	11,827 20
101 00	AMTRUST FINL SVCS INC	2,625 59	2,765 38
243 00	ANADARKO PETE CORP	9,749 16	16,944 39
177 00	ANALOG DEVICES INC	9,683 67	12,853 74
113 00	ANDERSONS INC	3,514 13	5,051 10
50 00	ANIXTER INTL INC	3,834 50	4,052 50
900 00	ANSYS INC	82,777 39	83,241 00
111 00	ANTHEM INC	14,630 91	15,958 47
125 00	AON PLC	11,948 12	13,941 25
203 00	APACHE CORP	10,009 35	12,884.41
183 00	APARTMENT INVT & MGMT CO	7,633 08	8,317 35
204 00	APPLE HOSPITALITY REIT INC	3,973 00	4,075 92
1,640 00	APPLE INC	164,885 60	189,944 80
502 00	APPLIED MATLS INC	9,728 76	16,199.54
70 00	APTARGROUP INC	5,207 13	5,141 50
2,104 00	AQUA AMERICA INC	62,555 21	63,204 16
244 00	ARAMARK	8,090 98	8,715 68
325 00	ARCBEST CORP	7,109 38	8,986.25
137 00	ARCH CAP GROUP LTD	9,799 60	11,821 73
196 00	ARIAD PHARMACEUTICALS INC	1,662 02	2,438 24
48 00	ARISTA NETWORKS INC	3,108 88	4,644 96
50 00	ARMSTRONG WORLD INDS INC	2,159 00	2,090 00
211 00	ARRIS INTERNATIONAL PLC	4,878 23	6,357 43
106 00	ARROW ELECTRS INC	6,793 53	7,557 80
50 00	ASBURY AUTOMOTIVE GROUP INC	3,850 00	3,085 00
250 00	ASCENA RETAIL GROUP INC	2,536 30	1,547 50
70 00	ASHLAND GLOBAL HLDGS INC	7,711 20	7,650 30
90 00	ASPEN INS HLDGS LTD	2,072 53	4,950 00
85 00	ASPEN TECHNOLOGY INC	2,032 71	4,647 80
150 00	ASSOCIATED BANC CORP	2,935 50	3,705 00
76 00	ASSURANT INC	5,950 80	7,057 36
156 00	ASSURED GUARANTY LTD	3,956 16	5,892 12
1,886 00	AT&T INC	70,536 40	80,211 58
50 00	ATHENAHEALTH INC	4,976 45	5,258 50

112 00	ATMOS ENERGY CORP	6,533 40	8,304 80
47 00	AUTODESK INC	2,553 04	3,478 47
188 00	AUTOMATIC DATA PROCESSING INC	16,314 64	19,322 64
76 00	AUTONATION INC	3,590 23	3,697 40
14 00	AUTOZONE INC	11,067 98	11,057 06
67 00	AVALONBAY CMNTYS INC	11,901 88	11,869 05
120 00	AVERY DENNISON CORP	3,755 89	8,426 40
85 00	AVIS BUDGET GROUP INC	1,673 86	3,117 80
1,373 00	AVISTA CORP	30,999 45	54,906 27
131 00	AVNET INC	5,808 95	6,236 91
440 00	AVON PRODS INC	2,454.01	2,217 60
191 00	AXALTA COATING SYSTEMS LTD	5,420 01	5,195 20
140 00	AXIS CAP HLDGS LTD	4,459 91	9,137 80
75 00	B & G FOODS INC	2,585 48	3,285 00
56 00	BAKER HUGHES INC	2,479 12	3,638 32
50 00	BALCHEM CORP	2,031 50	4,196 00
2,656 00	BANK AMER CORP	38,419 29	58,697 60
5 00	BANK MONTREAL QUE	412 17	359 60
1,210 00	BANK MUT CORP	9,343 86	11,434 50
184 00	BANK NEW YORK MELLON CORP	7,740 88	8,717 92
110 00	BANK OF THE OZARKS INC	3,429 10	5,784 90
140 00	BANKUNITED INC	4,569 89	5,276 60
8,702 00	BARCLAYS PLC	124,860 52	95,722 00
50 00	BARNES GROUP INC	2,039 50	2,371 00
61 00	BAXTER INTL INC	2,439 39	2,704 74
373 00	BB&T CORP	12,480 25	17,538 46
248 00	BE AEROSPACE INC	11,390 27	14,927 12
75 00	BEACON ROOFING SUPPLY INC	1,524 10	3,455 25
581 00	BEAZER HOMES USA INC	4,973 30	7,727 30
1,973 00	BECTON DICKINSON & CO	156,321 24	326,630 15
60 00	BELDEN INC	3,046 79	4,486 20
130 00	BEMIS INC	4,515 55	6,216 60
574 00	BERKLEY W R CORP	29,948 96	38,176 74
570 00	BERKSHIRE HATHAWAY INC DEL	78,061 50	92,898 60
290 00	BERKSHIRE HILLS BANCORP INC	8,009 71	10,686 50
142 00	BERRY GLOBAL GROUP INC	5,118 78	6,919 66
75 00	BEST BUY INC	2,478 75	3,200 25
80 00	BIG LOTS INC	3,307 20	4,016 80
30 00	BIO RAD LABS INC	4,156 50	5,468 40
80 00	BIOGEN IDEC INC	21,672 80	22,686 40
42 00	BIO-TECHNE CORP	3,841 98	4,318 86
57 00	BLACK HILLS CORP	3,476 99	3,496 38
70 00	BLACKBAUD INC	1,675 80	4,480 00
61 00	BLACKHAWK NETWORK HLDGS INC	2,120 36	2,298 18
22 00	BLACKROCK INC	7,927 92	8,371 88
138 00	BLOOMIN BRANDS INC	2,278 56	2,488 14
60 00	BLUE BUFFALO PET PRODS INC	1,529 40	1,442 40

270 00	BLUE CAPITAL REINSURANCE HOLDING	4,789 80	4,981 50
45 00	BLUEBIRD BIO INC	1,534 00	2,776 50
580 00	BLUEROCK RESIDENTIAL GROWTH	7,509 89	7,957 60
60 00	BOFI HLDG INC	1,293 60	1,713 00
205 00	BOOZ ALLEN HAMILTON HLDG CORP	3,281 14	7,394 35
1,649 00	BORG WARNER INC	53,079 59	65,036 56
10 00	BOSTON BEER INC	1,927 94	1,698 50
39 00	BOSTON PROPERTIES INC	4,604 73	4,905 42
619 00	BOSTON SCIENTIFIC CORP	13,559 03	13,388 97
5,255 00	BP P L C	210,326 52	196,431 90
700 00	BRIDGEPOINT ED INC	5,047 84	7,091 00
100 00	BRIGHT HORIZONS FAMILY SOLUTIONS	3,405 99	7,002 00
60 00	BRINKER INTL INC	1,635 34	2,971 80
50 00	BRINKS CO	1,828 00	2,062 50
554 00	BRISTOL MYERS SQUIBB CO	35,583 42	32,375 76
195 00	BRIXMOR PPTY GROUP INC	4,687 51	4,761 90
135 00	BROADCOM LTD	18,689 40	23,863 95
125 00	BROADRIDGE FINL SOLUTIONS INC	2,501 86	8,287 50
532 00	BROCADE COMMUNICATIONS SYS INC	5,538 19	6,644 68
276 00	BROOKDALE SENIOR LIVING INC	6,694 39	3,427 92
139 00	BROWN & BROWN INC	4,999 14	6,235 54
86 00	BROWN FORMAN CORP	4,199 81	3,863 12
110 00	BRUKER CORP	2,307 37	2,329 80
103 00	BRUNSWICK CORP	4,984 17	5,617 62
21 00	BUFFALO WILD WINGS INC	3,110 52	3,242 40
84 00	BURLINGTON STORES INC	4,748 10	7,119 00
82 00	CA INC	2,466 56	2,605 14
60 00	CABELAS INC	2,361 69	3,513 00
91 00	CABOT CORP	4,462 62	4,599 14
300 00	CADENCE DESIGN SYSTEM INC	3,562 80	7,566 00
1,160 00	CALAMOS ASSET MGMT INC	8,047 44	9,918 00
81 00	CALATLANTIC GROUP INC	2,943 80	2,754 81
40 00	CALAVO GROWERS INC	1,827 20	2,456 00
150 00	CALLON PETE CO DEL	1,825 10	2,305 50
520 00	CALPINE CORP	7,160 40	5,943 60
1,943 00	CAMBREX CORP	32,152 34	104,824 85
492 00	CAMDEN PPTY TR	36,488 09	41,362 44
53 00	CAMPBELL SOUP CO	3,239 36	3,204 91
1,910 00	CANON INC	59,961 31	53,747 40
48 00	CANTEL MED CORP	3,445 88	3,780 00
225 00	CAPITAL ONE FINL CORP	15,300 00	19,629 00
35 00	CARDINAL HEALTH INC	2,901 15	2,518 95
70 00	CARDTONICS PLC	2,786 70	3,819 90
100 00	CARE CAP PPTYS INC	2,562 00	2,500 00
62 00	CARLISLE COS INC	6,194 96	6,837 98
52 00	CARMAX INC	2,495 48	3,348 28
151 00	CARPENTER TECHNOLOGY CORP	5,918 97	5,461 67

25,656 00	CARREFOUR SA	118,397 33	123,610 61
79 00	CARRIZO OIL & CO INC	2,430 04	2,950 65
617 00	CARTER HLDGS INC	54,221 53	53,302 63
113 00	CATALENT INC	2,954 49	3,046 48
72 00	CAVIUM INC	4,389 36	4,495 68
910 00	CBIZ INC	9,307 39	12,467 00
391 00	CBL & ASSOC PPTYS INC	6,275 61	4,496 50
160 00	CBOE HLDGS INC	7,089 50	11,822 40
1,454 00	CBRE GROUP INC	26,768 14	45,786 46
217 00	CBS CORP	10,906 42	13,805 54
166 00	CDW CORP	6,922 42	8,646 94
50 00	CEB INC	3,008 00	3,030 00
272 00	CELGENE CORP	28,562 72	31,484 00
13,311 00	CEMEX S A B DE C V SPONSOR	77,889 09	106,887 33
140 00	CENTURY CMNTYS INC	2,777 60	2,940 00
79 00	CENTURYLINK INC	2,459 27	1,878 62
47 00	CERNER CORP	2,420 03	2,226 39
53 00	CHARLES RIV LABORATORIES INTL	4,027 47	4,038 07
23 00	CHARTER COMMUNICATIONS INC NEW	6,133 64	6,622 16
25 00	CHEMED CORP	1,340 50	4,010 25
190 00	CHEMOURS CO	1,798 20	4,197 10
70 00	CHEMTURA CORP	2,089 50	2,324 00
610 00	CHESAPEAKE ENERGY CORP	3,318 17	4,282 20
100 00	CHESAPEAKE UTILS CORP	2,869 52	6,695 00
594 00	CHEVRON CORP	51,167 16	69,913 80
135 00	CHICAGO BRDG & IRON CO N V	7,408 79	4,286 25
290 00	CHICOS FAS INC	2,842 66	4,173 10
20 00	CHILDRENS PLACE INC	1,636 20	2,019 00
1,545 00	CHINA MOBILE LTD	71,127 83	81,004 35
18 00	CHIPOTLE MEXICAN GRILL INC	9,179 64	6,791 76
173 00	CHUBB LTD	20,365 56	22,856 76
990 00	CHURCH & DWIGHT INC	9,968 33	43,748 10
157 00	CIENA CORP	3,013 70	3,832 37
108 00	CIGNA CORP	14,962 32	14,406 12
946 00	CIMAREX ENERGY CO	51,486 43	128,561 40
36 00	CIMPRESS NV	2,738 72	3,297 96
150 00	CINEMARK HLDGS INC	3,121 80	5,754 00
65 00	CIRRUS LOGIC CORP	1,892 95	3,675 10
891 00	CITIGROUP INC	36,780 48	52,952 13
375 00	CITIZENS FINL GROUP INC	8,663 25	13,361 25
34 00	CITRIX SYS INC	2,553 06	3,036 54
65 00	CLARCOR INC	2,396 80	5,360 55
65 00	CLEAN HBRS INC	3,218 80	3,617 25
220 00	CLIFFS NAT RES INC	1,126 80	1,850 20
75 00	CLOROX CO	9,411 00	9,001 50
40 00	CLOVIS ONCOLOGY INC	955 20	1,776 80
149 00	CME GROUP INC	13,792 93	17,187 15

61 00	CMS ENERGY CORP	2,406 45	2,538 82
236 00	CNO FINL GROUP INC	4,347 88	4,519 40
62 00	COACH INC	2,439 08	2,171 24
10 00	COCA COLA BOTTLING CO CONS	1,506 90	1,788 50
1,228 00	COCA COLA CO	53,663 60	50,912 88
181 00	COEUR MNG INC	1,192 10	1,645 29
96 00	COGENT COMMUNICATIONS HLDGS INC	3,628 30	3,969 60
120 00	COGNEX CORP	1,644 57	7,634 40
258 00	COGNIZANT TECHNOLOGY SOLUTIONS	15,020 76	14,455 74
40 00	COHERENT INC	1,820 00	5,495 40
160 00	COLFAX CORP	5,210 05	5,748 80
329 00	COLGATE PALMOLIVE CO	22,154 86	21,529 76
120 00	COLONY CAPITAL INC	2,198 40	2,430 00
139 00	COLUMBIA PPTY TR INC	2,930 31	3,002 40
75 00	COLUMBIA SPORTSWEAR CO	2,212 25	4,372 50
1 00	COMERICA INC	35 25	68 11
2 10	COMMERCE BANCSHARES INC	54 98	121 40
1 00	COMMERCEHUB INC	10 76	15 01
2 00	COMMERCEHUB INC	13 75	30 06
165 00	COMMERCIAL METALS CO	3,901 35	3,593 70
127 00	COMMSCOPE HLDG CO INC	3,642 99	4,724 40
144 00	COMMUNICATIONS SALES & LEASING	3,173 19	3,659 04
4 00	COMMUNITY HEALTH SYS INC NEWCO	131 76	22 36
51 00	COMMVault SYS INC	2,219 52	2,621 40
44 00	COMPASS MINERALS INTL INC	3,592.49	3,447 40
73 00	COMSCORE INC	1,718 18	2,305.34
236 00	CONAGRA FOODS INC	7,751 83	9,333 80
27 00	CONCHO RES INC	2,463 75	3,580 20
469 00	CONOCOPHILLIPS	16,166 43	23,515 66
263 00	CONSOL ENERGY INC	3,020 67	4,794 49
35 00	CONSOLIDATED EDISON INC	2,442 65	2,578 80
83 00	CONSTELLATION BRANDS INC	11,995 99	12,724 73
2,587 00	CONVERGYS CORP	64,144 04	63,536 72
54 00	COOPER COS INC	8,383 50	9,446 22
64 00	COOPER TIRE & RUBR CO	2,363 52	2,486 40
36 00	COPA HLDGS SA	2,432 16	3,269 88
165 00	COPART INC	4,107 19	9,142 65
100 00	CORELOGIC INC	3,462 00	3,683 00
30 00	CORESITE RLTY CORP	2,110 50	2,381.10
60 00	CORNERSTONE ONDEMAND INC	1,958 39	2,538 60
556 00	CORNING INC	10,363 84	13,494 12
120 00	CORPORATE OFFICE PPTYS TR	3,998 44	3,746 40
36 00	COSTAR GROUP INC	6,791 04	6,785 64
430 00	COTY INC	9,771 90	7,873 30
2 00	COUSINS PPTYS INC	10 72	17 02
280 00	COVANTA HLDG CORP	5,597 08	4,368 00
22 00	CRACKER BARREL OLD CTRY STORE	3,352 80	3,673 56

50 00	CRANE CO	3,188 50	3,606 00
60 00	CRAY INC	870 60	1,242 00
10 00	CREDIT ACCEP CORP MICHIGAN	757 10	2,175 10
9,471 00	CREDIT SUISSE GROUP	184,541 19	135,530 01
114 00	CREE INC	3,317 40	3,008 46
150 00	CROWN CASTLE INTL CORP	14,759 84	13,015 50
85 00	CST BRANDS INC	3,275 90	4,092 75
381 00	CSX CORP	9,391 65	13,689 33
204 00	CUBESMART INC	6,694 20	5,461 08
80 00	CULLEN / FROST BANKERS INC	5,817 40	7,058.40
90 00	CUMMINS INC	9,024 30	12,300 30
489 00	CUTERA INC	5,386 34	8,484.15
365 00	CVS HEALTH CORP	35,883 15	28,802 15
50 00	CYNOSURE INC	2,485 50	2,280 00
367 00	CYPRESS SEMICONDUCTOR CORP	3,189 23	4,198 48
84 00	CYRUSONE INC	3,756 92	3,757 32
90 00	D R HORTON INC	2,491 20	2,459 70
5,370 00	DAI NIPPON PRTG LTD	52,185 09	53,179 11
3,515 00	DAIICHI SANKYO CO LTD	48,720 12	72,071 56
152 00	DANA INC	2,105 12	2,884 96
3,486 00	DANAHER CORP DEL	109,937 50	271,350 24
44 00	DARDEN RESTAURANTS INC	2,827 44	3,199 68
215 00	DARLING INGREDIENTS INC	1,890 27	2,775 65
50 00	DAVE & BUSTERS ENTMT INC	2,383 50	2,815.00
115.00	DCT INDUSTRIAL TRUST INC	3,026 44	5,506 20
345 00	DDR CORP	5,988 92	5,268 15
105 00	DEAN FOODS CO NEW	1,834 20	2,286 90
1,151 00	DECKERS OUTDOOR CORP	50,079 48	63,753 89
147 00	DEERE & CO	11,915 82	15,146 88
65 00	DELEK US HLDGS INC	846 30	1,564 55
3,420 00	DELPHI AUTOMOTIVE PLC	231,726 70	230,337 00
324 00	DELTA AIR LINES INC DEL	15,846 84	15,937 56
80 00	DELUXE CORP	1,924 00	5,728 80
450 00	DENBURY RES INC	3,143 61	1,656 00
1,040 00	DENTSPLY SIRONA INC	58,265 21	60,039 20
85 00	DEPOMED INC	1,105 85	1,531 70
210 00	DEVON ENERGY CORP NEW	5,635 62	9,590 70
110 00	DEVRY EDUCATION GROUP INC	3,122 81	3,432 00
98 00	DEXCOM INC COM	6,686 82	5,850 60
79 00	DIAMONDBACK ENERGY INC	6,257 28	7,983 74
271 00	DIAMONDROCK HOSPITALITY CO	3,399 47	3,124 63
102 00	DICKS SPORTING GOODS INC	4,783 75	5,416 20
70 00	DIEBOLD NIXDORF	1,941 10	1,760 50
91 00	DIGITAL RLTY TR INC	10,122 84	8,941 66
60 00	DIPLOMAT PHARMACY INC	1,781 60	756 00
210 00	DISCOVER FINL SVCS	9,991 80	15,138 90
97 00	DISCOVERY COMMUNICATIONS INC	2,564 68	2,658 77

203 00	DISCOVERY COMMUNICATIONS INC	5,233 34	5,436 34
484 00	DISNEY WALT CO	47,267 44	50,442 48
139 00	DOLLAR GEN CORP	10,502 84	10,295 73
123 00	DOLLAR TREE INC	10,090 92	9,493 14
238 00	DOMINION RES INC VA NEW	16,650 48	18,228 42
55 00	DOMINOS PIZZA INC	2,281 88	8,758.20
90 00	DOMTAR CORP	2,103 65	3,512 70
151 00	DONALDSON INC	4,846 95	6,354 08
114 00	DONNELLEY FINL SOLUTIONS INC	2,390 98	2,619.72
91 00	DONNELLEY R R & SONS CO	1,663 98	1,485.12
50 00	DORMAN PRODS INC	3,120 10	3,653.00
190 00	DOUGLAS EMMETT INC	2,096 78	6,946 40
40 00	DOVER CORP	2,491 20	2,997.20
420 00	DOW CHEM CO	21,033 60	24,032.40
83 00	DR PEPPER SNAPPLE INC	7,695 76	7,525.61
30 00	DREW INDS INC	2,434 20	3,232.50
35 00	DST SYS INC DEL	3,232 95	3,750.25
1 00	DSW INC	19 96	22 65
29 00	DTE ENERGY CO	2,431 36	2,856 79
329 00	DU PONT E I DE NEMOURS & CO	20,710 55	24,148 60
261 00	DUKE ENERGY CORP	19,146 96	20,258 82
350 00	DUKE RLTY CORP	5,223 54	9,296 00
50 00	DUN & BRADSTREET CORP DEL NEW	3,552 40	6,066 00
95 00	DUNKIN BRANDS GROUP INC	3,467 60	4,981 80
90 00	DUPONT FABROS TECHNOLOGY INC	3,736 44	3,953 70
38 00	DYCOM INDS INC	2,425 54	3,051 02
232 00	DYNAVAX TECHNOLOGIES CORP	4,351 39	916 40
331 00	E TRADE FINL CORP	8,196 40	11,469 15
667 00	EAGLE BANCORP INC MD	10,421 99	40,653 65
56 00	EAGLE MATERIALS INC	3,933 99	5,517 68
1,888 00	EAST WEST BANCORP INC	43,660 73	95,967.04
530 00	EASTERLY GOVERNMENT PROPERTIES	10,316 08	10,610.60
217 00	EATON CORP PLC	12,084 49	14,558.53
131 00	EATON VANCE CORP	4,226 34	5,486.28
8,726 00	EBAY INC	182,007 89	259,074.94
30 00	EBIX INC	1,435 80	1,711 50
124 00	ECOLAB INC	12,878 21	14,535.28
78 00	EDGEWELL PERSONAL CARE CO	4,603 25	5,693 22
35 00	EDISON INTL	2,341 15	2,519 65
80 00	EDUCATION RLTY TR INC	3,057 25	3,384 00
28 00	EDWARDS LIFESCIENCES CORP	2,460 64	2,623 60
154 00	ELECTRONIC ARTS INC	10,085 46	12,129 04
89 00	ELECTRONICS FOR IMAGING INC	2,844 13	3,903 54
40 00	ELLIE MAE INC	1,072 00	3,347 20
4,710 00	EMBRAER S A	153,589 98	90,667 50
114 00	EMCOR GROUP INC	4,538 85	8,066 64
153 00	EMERGENT BIOSOLUTIONS INC	5,241 37	5,024.52

283 00	EMERSON ELEC CO	14,144 34	15,777 25
2 00	ENBRIDGE ENERGY MGMT L L C	52 61	51 80
212 00	ENDO INTERNATIONAL PLC	3,667 98	3,491 64
60 00	ENDURANCE SPECIALITY HLDGS LTD	3,924 60	5,544 00
115 00	ENERGEN CORP	5,220 75	6,632 05
69 00	ENERGIZER HLDGS INC	2,822 10	3,078 09
65 00	ENERSYS	2,717 90	5,076 50
10,225 00	ENGIE	195,640 07	130,716 40
6,045 00	ENI S P A	247,612 81	194,890 80
635 00	ENSCO PLC	11,678 55	6,172 20
140 00	ENTEGRIS INC	2,378 60	2,506 00
33 00	ENTERGY CORP NEW	2,382 93	2,424 51
53 00	ENVESTNET INC	1,559 41	1,868.25
153 50	ENVISION HEALTHCARE CORP	10,678 10	9,715 02
221 00	EOG RES INC	14,371 63	22,343 10
55 00	EPAM SYS INC	4,112 90	3,537 05
74 00	EPR PPTYS	4,973 28	5,310 98
2,576 00	EQT CORP	178,116 78	168,470 40
23 00	EQUIFAX INC	2,449 50	2,719 29
35 00	EQUINIX INC	10,684 64	12,509 35
110.00	EQUITY LIFESTYLE PPTYS INC	4,916 49	7,931 00
41 00	EQUITY RESIDENTIAL	2,813 83	2,638 76
170 00	ERA GROUP INC	1,873 40	2,884 90
14,360 00	ERICSSON	136,169 67	83,718 80
6,380 00	ERSTE GROUP BANK	81,144 67	93,620 12
263 00	ESCO TECHNOLOGIES INC	10,159 66	14,898 95
141 00	ESSENDANT INC	4,458 41	2,946 90
70 00	ESSENT GROUP LTD	1,839 60	2,265 90
120 00	ETSY INC	1,166 40	1,413 60
80 00	EURONET WORLDWIDE INC	2,492 40	5,794 40
340 00	EVERBANK FINL CORP	6,526 90	6,613 00
3,121 00	EVERSOURCE ENERGY	140,849 55	172,372 83
110 00	EXACT SCIENCES CORP	1,029 60	1,469 60
260 00	EXELIXIS INC	1,444 61	3,876 60
413 00	EXELON CORP	13,125 14	14,657 37
37 00	EXLSERVICE HLDGS INC	1,939 17	1,866 28
80 00	EXPEDIA INC DEL	8,678 19	9,062 40
251 00	EXPRESS SCRIPTS HLDG CO	17,976 62	17,266 29
1 00	EXTERRAN CORP	43 52	23 90
29 00	EXTRA SPACE STORAGE INC	2,443 25	2,239 96
1,248 00	EXXON MOBIL CORP	101,449 92	112,644.48
543 00	F5 NETWORKS INC	28,232 03	78,582 96
30 00	FABRINET	1,170 00	1,209 00
664 00	FACEBOOK INC	78,415 66	76,393 20
40 00	FACTSET RESH SYS INC	3,158 30	6,537 20
45 00	FAIR ISAAC CORP	1,272 15	5,364 90
100 00	FAIRMOUNT SANTROL HLDGS INC	1,072 00	1,179 00

53 00	FASTENAL CO	2,475 63	2,489 94
16 00	FEDERAL REALTY INVT TR	2,421 12	2,273 76
106 00	FEDEX CORP	14,987 34	19,737 20
73 00	FIBROGEN INC	1,472 14	1,562 20
150 00	FIDELITY NATL INFORMATION SVCS	9,001 50	11,346 00
158 00	FIFTH THIRD BANCORP	2,554 86	4,261 26
75 00	FINANCIAL ENGINES INC	2,196 75	2,756 25
137 00	FINISAR CORP	2,104 82	4,146 99
194 00	FIREEYE INC	8,925 88	2,308 60
160 00	FIRST AMERN FINL CORP	2,459 02	5,860 80
340 00	FIRST CMNTY BANCSHARES INC	5,138 54	10,247 60
100 00	FIRST FINL BANKSHARES	2,964 45	4,520 00
293 00	FIRST FINL CORP IND	10,074 07	15,470 40
3 00	FIRST HORIZON NATL CORP	61 22	60 03
170 00	FIRST INDUSTRIAL REALTY TRUST	2,769 70	4,768 50
115,935 00	FIRST MID-ILLINOIS BANCSHARES	949,879 15	3,941,790 00
25,870 00	FIRST PAC LTD	138,804 23	90,415 65
930 00	FIRST POTOMAC RLTY TR	9,253 49	10,202 10
893 00	FIRST REP BK SAN FRANCISCO	46,363 45	82,281 02
905 00	FIRST SOLAR INC	39,039 68	29,041 45
50 00	FIRSTCASH INC	2,339 60	2,350 00
72 00	FIRSTENERGY CORP	2,409 12	2,229 84
113 00	FISERV INC	11,113 55	12,009 64
150 00	FITBIT INC	2,025 70	1,098 00
75 00	FIVE BELOW INC	2,784 75	2,997 00
468 00	FIVE PRIME THERAPEUTICS INC	20,107 48	23,451 48
276 00	FLOWERS FOODS INC	3,029 50	5,511 72
130 00	FLOWERVE CORP	6,540 30	6,246 50
230 00	FMC TECHNOLOGIES INC	6,210 00	8,171 90
135 00	FOOT LOCKER INC	8,814 13	9,570 15
1,498 00	FORD MTR CO DEL	19,623 80	18,170 74
3,523 00	FOREST CITY RLTY TR INC	57,140 90	73,419 32
530 00	FORMFACTOR INC	4,208 20	5,936 00
168 00	FORTINET INC	5,148 58	5,060 16
116 00	FORTIS INC	3,655 74	3,582 08
177 00	FORTUNE BRANDS HOME & SEC INC	9,917 04	9,462 42
109 00	FOSSIL GROUP INC	4,810 17	2,818 74
3 00	FOUR CORNERS PPTY TR INC	47 33	61 56
60 00	FRANKLIN ELEC INC	2,284 60	2,334 00
319 00	FREEPORT-MCMORAN INC	2,509 27	4,207 61
1,152 00	FRONTIER COMMUNICATIONS CORP	6,162 74	3,893 76
60 00	FTI CONSULTING INC	2,250 60	2,704 80
224 00	FULLER H B CO	8,619 77	10,821 44
5,315 00	G4S PLC	104,323 80	77,168 49
195 00	GALLAGHER ARTHUR J & CO	5,728 68	10,132 20
145 00	GAMESTOP CORP	3,035 70	3,662 70
87 00	GAP INC DEL	2,450 79	1,952 28

146 00	GARMIN LTD	6,051 70	7,079 54
85 00	GARTNER GROUP INC NEW	6,185 45	8,590 95
65 00	GATX CORP	2,455 05	4,002 70
110 00	GCP APPLIED TECHNOLOGIES INC	2,809 40	2,942 50
77 00	GENERAC HLDGS INC	2,899 05	3,136 98
278 00	GENERAL COMMUNICATION INC	4,437 22	5,407 10
341 00	GENERAL GROWTH PPTYS INC	9,745 78	8,518 18
246 00	GENERAL MLS INC	14,607 48	15,195 42
568 00	GENERAL MTRS CO	17,051 36	19,789 12
82 00	GENESCO INC	5,917 11	5,092 20
70 00	GENESEE & WYO INC	3,930.70	4,858 70
175 00	GENPACT LTD	4,766 98	4,259 50
336.00	GENTEX CORP	5,313 40	6,615 84
27 00	GENUINE PARTS CO	2,512 08	2,579 58
685 00	GENWORTH FINL INC	6,466 15	2,609 85
550 00	GETTY RLTY CORP NEW	11,576 88	14,019 50
60 00	GIBRALTAR INDS INC	2,221 60	2,499.00
40 00	GIGAMON INC	1,342 00	1,822 00
55 00	G-III APPAREL GROUP LTD	2,669 10	1,625 80
3,238 00	GILDAN ACTIVEWEAR INC	96,616 23	82,148 06
449 00	GILEAD SCIENCES INC	40,275 30	32,152 89
540 00	GLADSTONE COML CORP	9,495 36	10,854.00
131 00	GLATFELTER	2,722 18	3,129 59
3,365 00	GLAXOSMITHKLINE PLC	143,734 30	129,586 15
1 00	GLOBAL PMTS INC	57 40	69 41
60 00	GODADDY INC	1,963 80	2,097.00
99 00	GOLAR LNG LTD	1,762 65	2,271 06
145 00	GOLDMAN SACHS GROUP INC	23,339 67	34,720 25
309 00	GOODYEAR TIRE & RUBR CO	10,136 88	9,538 83
119 00	GOPRO INC	1,387 41	1,036 49
81 00	GRACE W R & CO DEL NEW	5,770 44	5,478 84
80 00	GRACO INC	2,561 18	6,647.20
1,368.00	GRAINGER W W INC	191,369 77	317,718 00
474 00	GRAMERCY PPTY TR	3,994 83	4,351 32
50 00	GRAND CANYON ED INC	2,077 50	2,922 50
90 00	GRANITE CONSTR INC	4,367 85	4,950 00
508 00	GRAPHIC PACKAGING HLDG CO	6,517 28	6,339 84
60 00	GREAT WESTN BANCORP INC	2,027 40	2,615 40
100 00	GREIF INC	3,943 00	5,131 00
55 00	GROUP 1 AUTOMOTIVE INC	4,324 20	4,286 70
365 00	GROUPON INC	2,668 15	1,211 80
94 00	GRUBHUB INC	2,424 22	3,536 28
88 00	GUIDEWIRE SOFTWARE INC	4,913 32	4,341 04
130 00	GULFPORT ENERGY CORP	3,739 35	2,813.20
60 00	HAEMONETICS CORP	2,227 20	2,412.00
140 00	HAIN CELESTIAL GROUP INC	2,733 18	5,464 20
363 00	HALLIBURTON CO	11,989 89	19,634 67

550 00	HALLMARK FINL SVCSINC	5,995 00	6,396 50
128 00	HALOZYME THERAPEUTICS INC	1,242 21	1,264 64
60 00	HALYARD HEALTH INC	1,934 40	2,218.80
117 00	HANCOCK HLDG CO	2,746 12	5,042 70
85 00	HANESBRANDS INC	2,487 82	1,833 45
1,637 00	HANNON ARMSTRONG SUSTAINABLE	29,546 77	31,086 63
110 00	HARMAN INTL INDS INC	9,467 91	12,227.60
231 00	HARTFORD FINL SVCS GROUP INC	10,071 60	11,007 15
110 00	HAWAIIAN ELEC INDUSTRIES	3,250 50	3,637 70
61 00	HAWAIIAN HLDGS INC	2,910 62	3,477 00
90 00	HAYNES INTL INC	3,958 20	3,869 10
155 00	HCA HLDGS INC	10,974 00	11,473 10
148 00	HCP INC	3,627 11	4,398 56
229 00	HD SUPPLY HLDGS INC	7,651 87	9,734 79
135 00	HEALTHCARE RLTY TR	2,205 61	4,093 20
70 00	HEALTHCARE SVCS GROUP INC	2,813 30	2,741 90
139 00	HEALTHCARE TR AMER INC	4,329 22	4,046.29
60 00	HEALTHEQUITY INC	1,568 40	2,431.20
102 00	HEALTHSOUTH CORP	3,809 50	4,206.48
45 00	HEICO CORP NEW	2,108 70	3,055.50
50 00	HEICO CORP NEW	3,278 50	3,857 50
100 00	HEIDRICK & STRUGGLES INTL INC	5,146 50	2,415 00
40 00	HELEN OF TROY LTD	2,136 80	3,378 00
111 00	HENRY JACK & ASSOC INC	9,539 66	9,854 58
90 00	HERBALIFE LTD	5,479 20	4,332 60
76 00	HERTZ RENT CAR HLDG CO INC	3,306 96	1,638 56
55 00	HESS CORP	2,437 60	3,425 95
740 00	HEWLETT PACKARD ENTERPRISE CO	9,834 60	17,123 60
1,836 00	HEXCEL CORP NEW	74,237 59	94,443 84
73 00	HILL ROM HLDGS INC	3,662 38	4,098.22
120 00	HMS HLDGS CORP	2,076 20	2,179.20
65 00	HNI CORP	2,207 34	3,634 80
2,360 00	HOLOGIC INC	51,320 75	94,683 20
120 00	HOME BANCSHARES INC	2,762 40	3,332 40
400 00	HOME DEPOT INC	50,284 00	53,632 00
234 00	HOMETRUST BANCSHARES INC	3,647 55	6,060 60
4,775 00	HONDA MTR LTD	157,365 45	139,382 25
1,073 00	HORACE MANN EDUCATORS CORP NEW	29,555 57	45,924 40
170 00	HORIZON PHARMA PLC	2,609 50	2,750 60
190 00	HORMEL FOODS CORP	8,175 70	6,613 90
170 00	HOSPITALITY PPTYS TR	5,291 84	5,395 80
158 00	HOST HOTELS & RESORTS INC	2,505 88	2,976 72
195 00	HOUGHTON MIFFLIN HARCOURT CO	3,933 15	2,115.75
44 00	HOWARD HUGHES CORP	4,565 88	5,020 40
881 00	HP INC	9,638 14	13,074.04
3,634 00	HSBC HLDGS PLC	164,970 24	146,014 12
55 00	HUB GROUP INC	2,034 45	2,406 25

64 00	HUBBELL INC	6,770 56	7,468 80
50 00	HUBSPOT INC	2,435 00	2,350 00
100 00	HUDSON PAC PPTYS INC	3,341 98	3,478 00
15 00	HUMANA INC	2,718 60	3,060 45
3,019 00	HUNT J B TRANS SVCS INC	218,506 49	293,054 33
1,073 00	HUNTINGTON BANCSHARES INC	10,258 88	14,185 06
30 00	HURON CONSULTING GROUP INC	1,872 00	1,519 50
82 00	IAC / INTERACTIVECORP	3,869 57	5,312 78
80 00	IBERIABANK CORP	4,972 80	6,700 00
50 00	IDACORP INC	3,797 50	4,027 50
90 00	IDEXX LABS INC	4,074 30	10,554 30
130 00	ILG INC	1,929 20	2,362 10
140 00	ILLINOIS TOOL WKS INC	13,559 00	17,144 40
16 00	ILLUMINA INC	2,552 32	2,048 64
2,387 00	IMAX CORP	66,261 52	74,951 80
90 00	IMPAX LABORATORIES INC	2,844 99	1,192 50
40 00	IMPERVA INC	1,965 40	1,536 00
50 00	INC RESEARCH HLDGS INC CL A	2,180 50	2,630 00
160 00	INDEPENDENT BANK CORP MASS	4,815 20	11,272 00
158 00	INFINERA CORP	2,489 85	1,341 42
155 00	INGERSOLL-RAND CO LTD	8,852 05	11,631 20
59 00	INGEVITY CORP	1,237 43	3,236 74
79 00	INGREDION INC	8,635 31	9,871 84
53 00	INPHI CORP	1,783 17	2,364 86
430 00	INSMED INC	5,730 90	5,688.90
73 00	INSULET CORP	2,376 45	2,750 64
80 00	INTEGER HLDGS CORP	2,965 43	2,356 00
185 00	INTEGRATED DEVICE TECHNOLOGY	4,420 58	4,358 60
1,509 00	INTEL CORP	45,843 42	54,731 43
18 00	INTERCEPT PHARMACEUTICALS INC	2,293 38	1,955 70
4,870 00	INTERCONTINENTAL EXCHANGE INC	135,721 60	274,765 40
60 00	INTERDIGITAL INC PA	2,567 95	5,481 00
2,763 00	INTERFACE INC	50,124 48	51,253.65
289 00	INTERNATIONAL BUSINESS MACHS	38,835 82	47,971 11
397 00	INTERPUBLIC GROUP COS INC	9,154 36	9,293 77
140 00	INTERSIL CORP	2,753 80	3,122 00
2,395 00	INTUIT	140,078 84	274,490 95
4 00	INTUITIVE SURGICAL INC	2,286 00	2,536 68
120 00	INVESTMENT TECHNOLOGY GRP NEW	4,296 61	2,368 80
153 00	IONIS PHARMACEUTICALS INC	9,724 32	7,317 99
671 00	IPG PHOTONIC CORP	58,453 95	66,234 41
566 00	IRON MOUNTAIN INC	17,029 94	18,383 68
170 00	IRONWOOD PHARMACEUTICALS INC	2,399 55	2,599 30
60 00	ITRON INC	4,256 89	3,771 00
130 00	ITT INC	2,776 54	5,014 10
3,607 00	J P MORGAN CHASE & CO	212,602 06	311,248 03
9,370 00	J SAINSBURY PLC	171,493 20	115,457 14

70 00	J2 GLOBAL INC	2,000 90	5,726 00
270 00	JABIL CIRCUIT INC	3,317 86	6,390 90
35 00	JACK IN THE BOX INC	1,287 65	3,907 40
250 00	JANUS CAP GROUP INC	2,828 46	3,317 50
327 00	JETBLUE AWYS CORP	6,948 77	7,331 34
33 00	JOHN BEAN TECHNOLOGIES CORP	1,873 08	2,836 35
835 00	JOHNSON & JOHNSON	89,537 05	96,200 35
489 00	JOHNSON CONTROLS INTL PLC	20,479 44	20,141 91
45 00	JONES LANG LASALLE INC	3,599 65	4,546 80
118 00	JOY GLOBAL INC	1,884 19	3,304 00
100 00	JUNO THERAPEUTICS INC	4,433 00	1,885 00
160 00	KANSAS CITY SOUTHERN	13,716 80	13,576 00
155 00	KAPSTONE PAPER & PACKAGING CORP	1,632 80	3,417 75
180 00	KAR AUCTION SVCS INC	3,963 74	7,671 60
170 00	KATE SPADE & CO	6,038 43	3,173 90
150 00	KBR INC	2,092 50	2,503 50
1 00	KCG HLDGS INC	11 15	13 25
136 00	KELLOGG CO	10,088 48	10,024 56
40 00	KEMPER CORP DEL	1,295 68	1,772.00
138 00	KENNAMETAL INC	3,618 38	4,313 88
146 00	KENNEDY-WILSON HLDGS INC	3,455 17	2,993 00
562 00	KEYCORP NEW	6,400 43	10,267 74
209 00	KEYSIGHT TECHNOLOGIES INC	6,859 38	7,643 13
110 00	KILROY RLTY CORP	5,690 06	8,054 20
140 00	KIMBERLY CLARK CORP	18,431 00	15,976 80
90 00	KIMCO REALTY CORP	2,460 84	2,264 40
771 00	KINDER MORGAN INC DEL	13,998 92	15,967 41
6,615 00	KINGFISHER PLC	65,948 89	57,266 06
62.00	KITE PHARMA INC	3,317 29	2,780 08
59 00	KLX INC	1,918 09	2,661 49
70 00	KNIGHT TRANSN INC	1,961 40	2,313 50
107 00	KNOWLES CORP	1,403 38	1,787 97
52 00	KOHL'S CORP	2,419 04	2,567 76
90 00	KORN FERRY INTL	2,342 70	2,648.70
235 00	KRAFT HEINZ CORP	17,836 53	20,520 20
6,175 00	KROGER CO	196,090 16	213,099 25
129 00	L BRANDS INC	11,215 26	8,493 36
730 00	LA QUINTA HLDGS INC	8,139 50	10,373 30
3 00	LABORATORY CORP AMER HLDGS	342 11	385 14
368 00	LAKELAND BANCORP INC	4,017 96	7,176 00
45 00	LAM RESEARCH CORP	3,401.10	4,757 85
100 00	LAMAR ADVERTISING CO NEW	6,068 89	6,724 00
78 00	LAMB WESTON HLDGS INC	2,263 53	2,952 30
50 00	LANCASTER COLONY CORP	2,902 00	7,069 50
157 00	LAREDO PETROLEUM INC	1,312 73	2,219 98
125 00	LASALLE HOTEL PPTYS	3,193 99	3,808 75
116 00	LAUDER ESTEE COS INC	10,719 56	8,872 84

149 00	LAZARD LTD	5,841 87	6,122 41
50 00	LEGACYTEXAS FINL GROUP INC	1,509 50	2,153 00
205 00	LEGG MASON INC	5,800 18	6,131 55
153 00	LEGGETT & PLATT INC	7,386 84	7,478 64
910 00	LENDINGCLUB CORP	5,118 02	4,777 50
241 00	LENNAR CORP	11,322 64	10,346 13
59 00	LENNOX INTL INC	7,220 04	9,037.03
3,693 00	LEVEL 3 COMMUNICATIONS INC	153,068 37	208,137 48
62 00	LIBERTY EXPEDIA HLDGS INC	2,139 93	2,459 54
4 00	LIBERTY GLOBAL PLC	71 55	122 36
13 00	LIBERTY GLOBAL PLC	203 18	386 10
1 00	LIBERTY LILAC GROUP	24 72	21 17
195 00	LIBERTY PPTY TR	5,789 48	7,702 50
83 00	LIBERTY TRIPADVISOR HOLDINGS INC	1,814 38	1,249 15
93 00	LIBERTY VENTURES	3,209 91	3,428 91
53 00	LIFE STORAGE INC	5,956 84	4,518 78
130 00	LIFELOCK INC	1,511 04	3,109 60
65 00	LIFEPOINT HEALTH INC	2,712 00	3,692 00
170 00	LIGAND PHARMACEUTICALS INC	21,874 02	17,273 70
345 00	LILLY ELI & CO	25,098 75	25,374 75
932 00	LINCOLN ELEC HLDGS INC	25,888 23	71,456 44
66 00	LINCOLN NATL CORP IND	2,567 40	4,373 82
55 00	LINEAR TECHNOLOGY CORP	2,334 75	3,429 25
52 50	LIONS GATE ENTMT CORP	1,167 60	1,412 25
116 95	LIONS GATE ENTMT CORP	1,167 60	2,869.90
35 00	LITHIA MTRS INC	2,917 05	3,389 05
40 00	LITTELFUSE INC	1,496 65	6,070 80
170 00	LIVE NATION ENTERTAINMENT INC	3,793 60	4,522 00
66 00	LOEWS CORP	2,459.82	3,090 78
942 00	LOGMEIN INC	35,547 10	90,950 10
133 00	LORAL SPACE & COMMUNICATIONS INC	4,718 83	5,459 65
185 00	LOUISIANA PAC CORP	1,469 96	3,502 05
324 00	LOWES COS INC	22,372 20	23,042 88
120 00	LPL FINL HLDGS INC	5,379 56	4,225 20
34 00	LSC COMMUNICATIONS INC	747 01	1,009 12
1,426 00	LTC PPTYS INC	67,980 84	66,993 48
1,041 00	LULULEMON ATHLETICA INC	64,433 88	67,654 59
61 00	LUMENTUM HLDGS INC	1,626 17	2,357 65
162 00	LYONDELLBASELL INDUSTRIES NV	13,105 80	13,896 36
90 00	M & T BK CORP	9,468 90	14,078 70
33 00	MACERICH CO	2,597 78	2,337 72
108 00	MACK CALI RLTY CORP	2,543 90	3,134 16
86 00	MACQUARIE INFRASTRUCTURE CO	5,676 52	7,026 20
56 00	MACYS INC	2,447 76	2,005 36
137 00	MADDEN STEVEN LTD	5,073 08	4,897 75
22 00	MADISON SQUARE GARDEN CO	3,626 10	3,773 22
43 00	MALLINCKRODT PLC	2,589 89	2,142 26

75 00	MANHATTAN ASSOCS INC	2,774 50	3,977 25
190 00	MANITOWOC FOODSERVICE INC	3,885 32	3,672 70
1,741 00	MANPOWERGROUP INC	110,874 87	154,722 67
294 00	MARATHON OIL CORP	2,343 18	5,089 14
93 00	MARATHON PETE CORP	3,221 52	4,682 55
300 00	MARCUS CORP	6,044 92	9,450 00
1 00	MARKEL CORP	529 30	904 50
41 00	MARKETAXESS HLDGS INC	5,095 07	6,023 72
10,570 00	MARKS & SPENCER GROUP P L C	93,473 58	91,430.50
30 00	MARRIOTT VACATIONS WORLDWIDE	2,245 60	2,545 50
228 00	MARSH & MCLENNAN COS INC	13,246 80	15,410 52
394 00	MARVELL TECHNOLOGY GROUP LTD	5,582 59	5,464 78
86 00	MASCO CORP	2,512 06	2,719 32
48 00	MASIMO CORP	1,960 80	3,235 20
53 00	MASONITE INTL CORP NEW	3,377 69	3,487.40
80 00	MASTEC INC	1,842 10	3,060 00
2,015 00	MASTERCARD INC	55,622 93	208,048 75
120 00	MATADOR RES CO	2,377 20	3,091 20
174 00	MATSON INC	6,913 02	6,157 86
245 00	MATTEL INC	7,629 30	6,749 75
1,534 00	MAXIM INTEGRATED PRODS INC	50,697 93	59,166 38
95 00	MAXIMUS INC	3,711 05	5,300 05
26 00	MCCORMICK & CO INC	2,428 14	2,426 58
325 00	MCDERMOTT INTL INC	2,278 83	2,401 75
299 00	MCDONALDS CORP	35,539 14	36,394 28
92 00	MCKESSON CORP	14,412 72	12,921 40
195 00	MDU RES GROUP INC	3,845 38	5,610 15
33 00	MEAD JOHNSON NUTRITION CO	2,443 98	2,335 08
163 00	MEDIA GENERAL INC	2,509 76	3,069.29
258 00	MEDICAL PPTYS TR INC	3,317 21	3,173 40
83 00	MEDICINES CO	2,653 06	2,817 02
70 00	MEDIDATA SOLUTIONS INC	913 05	3,476 90
93 00	MEDNAX INC	6,025 46	6,199.38
3,106 00	MEDTRONIC PLC	231,896 40	221,240 38
155 00	MENTOR GRAPHICS CORP	3,152 19	5,717 95
893 00	MERCK & CO INC	46,221 68	52,570 91
210 00	MERITAGE HOMES CORP	8,017 99	7,308.00
597 00	MERRIMACK PHARMACEUTICALS INC	5,110 32	2,435.76
436 00	METLIFE INC	18,176 84	23,496 04
174 00	MGE ENERGY INC	9,092 51	11,362 20
450 00	MGIC INVT CORP WIS	1,977 85	4,585 50
156 00	MICHAEL KORS HLDGS LTD	7,670 52	6,704.88
110 00	MICHAELS COS INC	2,964 00	2,249 50
54 00	MICROCHIP TECHNOLOGY INC	2,384 10	3,464 10
166 00	MICRON TECHNOLOGY INC	1,839 28	3,638 72
130 00	MICROSEMI CORP	4,943 19	7,016.10
2,374 00	MICROSOFT CORP	124,848 66	147,520 36

100 00	MID-AMER APT CMNTYS INC	6,268 60	9,792 00
662 00	MIDDLEBY CORP	14,298 66	85,272 22
241 00	MIDDLESEX WATER CO	7,569 78	10,348 54
60 00	MILLER HERMAN INC	2,111 08	2,052 00
1,283 00	MINERALS TECHNOLOGIES INC	36,416 41	99,111 75
5,625 00	MITSUBISHI TANABE PHARMA CORP	79,287 00	110,587 50
21,425 00	MITSUBISHI UFJ FINL GROUP INC	197,629 82	131,978 00
60 00	MKS INSTRUMENT INC	2,905 10	3,564 00
70 00	MOBILE MINI INC	1,211 30	2,117 50
13 00	MOHAWK INDS INC	2,403 31	2,595 84
45 00	MOLINA HEALTHCARE INC	1,619.42	2,441 70
105 00	MOLSON COORS BREWING CO	9,087 75	10,217 55
60 00	MONOLITHIC PWR SYS INC	3,749 22	4,915 80
40 00	MONRO MUFFLER BRAKE INC	2,249 60	2,288 00
177 00	MONSANTO CO	16,372 50	18,622 17
222 00	MONSTER BEVERAGE CORP	9,600 76	9,843 48
59 00	MOODYS CORP	5,401 45	5,561.93
612 00	MORGAN STANLEY	15,973 20	25,857 00
1,884 00	MOTOROLA SOLUTIONS INC	138,901 26	156,164 76
113 00	MRC GLOBAL INC	1,472 33	2,289 38
6,820 00	MS&AD INS GROUP HLDGS	82,174 80	105,955.52
40 00	MSA SAFETY INC	2,432.90	2,773 20
52 00	MSC INDL DIRECT INC	3,982 64	4,804 28
552 00	MSCI INC	43,602 45	43,486 56
160 00	MUELLER WTR PRODS INC	1,905 70	2,129 60
170 00	MURPHY OIL CORP	5,051 71	5,292 10
54 00	MYLAN INC	2,487 78	2,060 10
76 00	MYRIAD GENETICS INC	2,843 15	1,266 92
283 00	NABORS INDS INC	2,612 63	4,641 20
38 00	NASDAQ INC	2,442 64	2,550 56
30 00	NATIONAL HEALTH INVS INC	2,399 70	2,225 10
170 00	NATIONAL INSTRS CORP	4,258 75	5,239 40
102 00	NATIONAL OILWELL VARCO INC	3,152 97	3,818 88
165 00	NATIONAL RETAIL PPTYS INC	7,675 12	7,293 00
374 00	NATIONAL STORAGE AFFILIATES	7,984 10	8,254 18
50 00	NATUS MEDICAL INC COM	1,106 00	1,740 00
115 00	NAVISTAR INTL CORP NEW	3,998 94	3,607 55
559 00	NBT BANCORP INC	15,162 88	23,410 92
146 00	NCR CORP NEW	4,368 32	5,921 76
170 00	NEKTAR THERAPEUTICS	1,361 01	2,085 90
40 00	NEOGEN CORP	2,014 00	2,640 00
243 00	NETAPP INC	6,208 65	8,570 61
173 00	NETFLIX COM INC	17,007 63	21,417 40
79 00	NETGEAR INC	3,019 59	4,293 65
4,401 00	NETSCOUT SYS INC	90,749 54	138,631 50
104 00	NEUROCRINE BIOSCIENCES INC	4,154 20	4,024 80
75 00	NEUSTAR INC	2,920 75	2,505 00

30 00	NEVRO CORP	2,180 50	2,179 80
140 00	NEW JERSEY RES	2,903 20	4,970 00
254 00	NEW RESIDENTIAL INVT CORP	2,921 00	3,992 88
8,180 00	NEWELL RUBBERMAID INC	168,824 96	365,237 00
200 00	NEWFIELD EXPL CO	5,929 35	8,100 00
94 00	NEWMONT MNG CORP	2,387 60	3,202 58
223 00	NEWS CORP NEW	2,403 94	2,555 58
40 00	NEXSTAR MEDIA GROUP INC	1,993 20	2,532 00
174 00	NEXTERA ENERGY INC	19,594 14	20,786 04
48 00	NIELSEN HLDGS PLC	2,429 28	2,013 60
463 00	NIKE INC	29,136 59	23,534 29
5,990 00	NISSAN MOTORS	105,038 11	120,740 43
697 00	NOBLE CORP PLC	6,004 98	4,126 24
7,158 00	NOBLE ENERGY INC	245,131 21	272,433 48
12,415 00	NOKIA CORP	64,503 37	59,716 15
278 00	NORDIC AMERICAN TANKERS LIMITED	3,872 84	2,335 20
70 00	NORDSON CORP	3,342 76	7,843 50
570 00	NORDSTROM INC	17,777 25	27,320 10
158 00	NORFOLK SOUTHERN CORP	15,686 81	17,075 06
41 00	NORTHERN TR CORP	2,562 91	3,651.05
214 00	NORTHSTAR ASSET MANAGEMENT CORP	2,340 36	3,192 88
235 00	NORTHSTAR RLTY FIN CORP	4,876 82	3,560 25
267 00	NOVANTA INC	3,766 49	5,607 00
5,499 00	NOVOZYMES A/S	180,005 75	189,940 96
2,125 00	NOW INC	54,739 22	43,498 75
500 00	NRG ENERGY INC	7,140 00	6,130 00
74 00	NU SKIN ENTERPRISES INC	3,127 55	3,535 72
279 00	NUANCE COMMUNICATIONS INC	5,194 98	4,157 10
61 00	NUCOR CORP	2,499 17	3,630 72
63 00	NUVASIVE INC	3,213 78	4,243 68
238 00	NVIDIA CORP	7,744 05	25,404 12
100 00	NXSTAGE MED INC	1,878 69	2,621 00
46 00	O REILLY AUTOMOTIVE INC	12,522 58	12,806 86
239 00	OASIS PETE INC NEW	6,801 18	3,618 46
381 00	OCCIDENTAL PETE CORP DEL	26,882 46	27,138 63
145 00	OCEANEERING INTL INC	5,704 40	4,090 45
120 00	OCLARO INC	1,150 80	1,074 00
747 00	OFFICE DEPOT INC	2,082 12	3,376 44
230 00	OGE ENERGY CORP	6,606 18	7,693.50
67 00	OLD DOMINION FGHT LINE INC	4,671 90	5,747 93
288 00	OLD REP INTL CORP	5,286 84	5,472 00
201 00	OMEGA HEALTHCARE INVS INC	7,013 77	6,283 26
1,580 00	OMNICELL INC	38,547 42	53,562 00
31 00	OMNICOM GROUP INC	2,449 31	2,638 41
80 00	ON ASSIGNMENT INC	1,507 00	3,532 80
585 00	ON SEMICONDUCTOR CORP	4,002 44	7,464 60
583 00	ONE GAS INC	27,012 26	37,288 68

458 00	ONE LIBERTY PPTYS INC	10,350 75	11,504 96
97 00	ONEMAIN HLDGS INC	2,658 92	2,147 58
498 00	ONEOK INC NEW	9,694 79	28,590 18
354 00	OPKO HEALTH INC	3,236 60	3,292 20
1,032 00	ORACLE CORP	39,216 00	39,680 40
8,603 00	ORANGE S A	110,289 03	130,249 42
922 00	ORMAT TECHNOLOGIES INC	24,470 25	49,437 64
90 00	OSHKOSH TRUCK CORP	3,726 20	5,814 90
151 00	OUTFRONT MEDIA INC	3,154 37	3,755 37
135 00	OWENS CORNING INC	4,224 35	6,960 60
3,998 00	OWENS ILL INC	78,660 50	69,605 18
125 00	PACCAR INC	6,590 00	7,987 50
980 00	PACIFIC MERCANTILE BANCORP	7,495 27	7,154 00
80 00	PACIRA PHARMACEUTICALS INC	3,392 80	2,584 00
137 00	PACWEST BANCORP DEL	4,133 57	7,458 28
618 00	PALO ALTO NETWORKS INC	63,361 62	77,280 90
253 00	PANDORA MEDIA INC	2,391 30	3,299 12
466 00	PANERA BREAD CO	52,198 56	95,571 94
32 00	PAPA JOHNS INTL INC	1,737 28	2,738 56
170 00	PARAMOUNT GROUP INC	3,011 00	2,718 30
75 00	PAREXEL INTL CORP	2,835 09	4,929 00
84 00	PARKER HANNIFIN CORP	8,784 72	11,760 00
170 00	PARSLEY ENERGY INC	4,299 60	5,990 80
85 00	PATTERSON COS INC	3,388 79	3,487 55
162 00	PATTERSON-UTI ENERGY INC	2,857 68	4,361 04
47 00	PAYCHEX INC	2,473 14	2,861 36
54 00	PAYCOM SOFTWARE INC	2,094 22	2,456 46
446 00	PAYPAL HOLDINGS INC	17,502 70	17,603 62
115 00	PBF ENERGY INC	3,307 40	3,206 20
60 00	PDC ENERGY INC	3,707 00	4,354 80
79 00	PEBBLEBROOK HOTEL TR	2,302 85	2,350 25
337 00	PENNEY J C CO INC	3,774 23	2,800 47
40 00	PENSKE AUTOMOTIVE GROUP INC	1,840 50	2,073 60
51 00	PENTAIR PLC	2,507 67	2,859 57
30 00	PENUMBRA INC	1,854 20	1,914 00
130 00	PEOPLES BANCORP INC	2,935 40	4,219 80
465 00	PEPSICO INC	46,081 50	48,652 95
110 00	PERKINELMER INC	3,273 74	5,736 50
19 00	PERRIGO CO	2,398 18	1,581 37
9,165 00	PETROLEO BRASILEIRO SA PETROBR	38,876 42	80,743 65
1,899 00	PFIZER INC	57,064 95	61,679 52
225 00	PG&E CORP	12,649 50	13,673 25
196 00	PHILLIPS 66	16,350 32	16,936 36
130 00	PHYSICIANS RLTY TR	2,583 90	2,464 80
128 00	PINNACLE FOODS INC DEL	5,768 72	6,841 60
150 00	PINNACLE WEST CAP CORP	7,741 64	11,704 50
22 00	PIONEER NAT RES CO	2,818 42	3,961 54

355 00	PITNEY BOWES INC	7,127 06	5,392 45
18,040 00	PJSC GAZPROM	113,317 83	91,354 56
4,035 00	PJSC LUKOIL	218,012 30	227,981 54
110 00	PLANTRONICS INC NEW	4,304 28	6,023 60
331 00	PLATFORM SPECIALTY PRODS CORP	3,067 75	3,247 11
204 00	PNC FINL SVCS GROUP INC	17,235 96	23,859 84
290 00	PNM RES INC	9,868 70	9,947 00
73 00	POLARIS INDS INC	7,154 73	6,014 47
130 00	POLYONE CORP	2,272 45	4,165 20
58 00	POOL CORP	2,444 69	6,051 72
141 00	POPULAR INC	4,146 20	6,178 62
100 00	PORTLAND GEN ELEC CO	4,233 20	4,333 00
68 00	PORTOLA PHARMACEUTICALS INC	1,393 32	1,525 92
1,950 00	POSCO	102,709 70	102,472 50
68 00	POST HLDGS INC	4,973 62	5,466 52
50 00	POWER INTEGRATIONS INC	2,722 00	3,392 50
126 00	PPG INDS INC	12,548 34	11,939 76
329 00	PPL CORP	11,462 36	11,202 45
60 00	PRA GROUP INC	2,497 23	2,346 00
128 00	PRAXAIR INC	13,484 80	15,000 32
330 00	PREFERRED APT CMNTYS INC	3,859 31	4,920 30
4,304 00	PREMIER INC	134,356 01	130,669 44
60 00	PRESTIGE BRANDS HLDGS INC	790 10	3,126 00
35 00	PRICE T ROWE GROUP INC	2,628 15	2,634 10
18 00	PRICELINE GROUP INC	23,326 74	26,389 08
50 00	PRICESMART INC	4,292 12	4,175 00
60 00	PRIMERICA INC	3,371 50	4,149 00
64 00	PRINCIPAL FINL GROUP INC	2,529 92	3,703 04
120 00	PRIVATEBANCORP INC	1,776 05	6,502 80
75 00	PROASSURANCE CORP	3,870 50	4,215 00
831 00	PROCTER & GAMBLE CO	67,510 44	69,870 48
11,364 00	PROGRESSIVE CORP OHIO	194,476 82	403,422 00
260 00	PROLOGIS INC	10,450 78	13,725.40
53 00	PROOFPOINT INC	3,059 85	3,744 45
90 00	PROSPERITY BANCSHARES INC	5,235 50	6,460 20
43 00	PROTHENA CORP PLC	1,873 57	2,115 17
25 00	PROTO LABS INC	1,950 00	1,283 75
198 00	PRUDENTIAL FINL INC	13,923 36	20,603 88
115 00	PTC INC	4,259 85	5,321 05
61 00	PUBLIC STORAGE INC	15,549 51	13,633 50
232 00	PUBLIC SVC ENTERPRISE GROUP	9,890 16	10,180 16
5,280 00	PUBLICIS S A NEW	77,808 97	91,264 80
1 00	PULTEGROUP INC	15 26	18 38
30 00	PUMA BIOTECHNOLOGY INC	1,146 90	921 00
245 00	QEP RES INC	3,553 23	4,510 45
256 00	QIAGEN N V	5,688 19	7,173 12
58 00	QORVO INC	2,766 85	3,058 34

50 00	QTS RLTY TR INC	2,749 80	2,482 50
40 00	QUAKER CHEM CORP	2,730 00	5,117 60
516 00	QUALCOMM INC	26,893 92	33,643 20
29 00	QUALITY CARE PPTYS INC	894 65	449 50
2,552 00	QUANTA SVCS INC	74,136 20	88,937 20
115 00	QUINTILES TRANSNATIONAL HLDGS	8,242 76	8,745 75
1 00	QUORUM HLTH CORP	17 14	7 27
107 00	QUOTIENT TECHNOLOGY INC	1,249 62	1,150 25
255 00	RADIAN GROUP INC	2,399 58	4,584 90
36 00	RADIUS HEALTH INC	1,149 48	1,369 08
45 00	RANGE RES CORP	1,684 30	1,546 20
140 00	RAYMOND JAMES FINL INC	6,980 93	9,697 80
140 00	RAYONIER INC	3,415 06	3,724 00
189 00	REALOGY HLDGS CORP	8,607 09	4,862 97
41 00	REALTY INCOME CORP	2,396 49	2,356 68
37 00	RED HAT INC	2,530 80	2,578 90
49 00	REGAL BELOIT CORP	3,088 96	3,393 25
180 00	REGAL ENTMT GROUP	3,844 80	3,708 00
110 00	REGENCY CTRS CORP	6,755 73	7,584 50
34 00	REGENERON PHARMACEUTICALS	13,947 48	12,481 06
321 00	REGIONS FINL CORP	2,564 79	4,609 56
805 00	REINSURANCE GROUP AMER INC	53,551 26	101,293 15
72 00	RELIANCE STEEL & ALUMINUM CO	5,079 39	5,726 88
59 00	RENAISSANCERE HOLDINGS LTD	4,857 10	8,036 98
9,365 00	REPSOL S A	176,657 82	132,561 58
1,220 00	REPUBLIC FIRST BANCORP INC	6,295 20	10,187 00
269 00	REPUBLIC SVCS INC	14,323 72	15,346 45
140 00	RESMED INC	7,186 04	8,687 00
126 00	RESTORATION HARDWARE HLDGS INC	4,520 77	3,868 20
262 00	RETAIL PPTYS AMER INC	4,082 62	4,016 46
112 00	REXNORD CORP	2,254 50	2,194 08
160 00	RICE ENERGY INC	2,953 08	3,416 00
60 00	RINGCENTRAL INC	1,260 60	1,236 00
1,153 00	RITE AID CORP	9,367 24	9,500 72
95 00	RLI CORP	6,398 24	5,997 35
168 00	RLJ LODGING TR	3,418 59	4,114 32
4,330 00	ROBERT HALF INTL INC	172,943 80	211,217 40
6,259 00	ROCHE HLDG LTD	133,477 91	179,051 21
82 00	ROCKWELL AUTOMATION INC	8,758 42	11,020 80
724 00	ROGERS CORP	36,418 36	55,610 44
57 00	ROPER TECHNOLOGIES INC	9,797 73	10,435 56
203 00	ROSS STORES INC	11,416 72	13,316 80
237 00	ROWAN COMPANIES PLC	3,510 96	4,476 93
1 00	ROYAL BK CDA MONTREAL QUE	50 00	67 71
90 00	ROYAL GOLD INC	5,867 60	5,701 50
1 00	RPC INC	9 96	19 81
147 00	RPM INTL INC	6,929 36	7,913 01

102 00	RSP PERMIAN INC	3,396 80	4,551 24
19,020 00	SURGUTNEFTEGAZ JSC	142,621 27	99,931 08
550 00	RUTHS HOSPITALITY GROUP INC	9,223 50	10,065 00
2,472 00	RYANAIR HLDGS PLC	121,098 44	205,818 72
80 00	RYDER SYS INC	3,851 30	5,955 20
235.00	S & T BANCORP INC	6,256 75	9,174 40
122 00	S&P GLOBAL INC	11,256 94	13,119 88
235 00	SABRE CORP	6,613.65	5,863 25
513 00	SAFEGUARD SCIENTIFICS INC	6,722 27	6,899 85
315 00	SAFEWAY CASA LEY	319 70	0 00
315 00	SAFEWAY PDC LLC	15 37	0 00
41 00	SAGE THERAPEUTICS INC	2,820 41	2,093 46
246 00	SALESFORCE COM INC	17,227 38	16,841.16
185 00	SALLY BEAUTY HLDGS INC	2,820 95	4,887 70
24 00	SANDERSON FARMS INC	2,140 32	2,261 76
110 00	SANMINA CORP	2,225 60	4,031.50
3,480 00	SANOFI	144,678 22	140,731 20
110 00	SANTANDER CONSUMER USA HLDGS	1,324 40	1,485 00
56 00	SAREPTA THERAPEUTICS INC	1,796.60	1,536 08
250.00	SBA COMMUNICATIONS CORP	17,927 50	25,815 00
3,557 00	SCHLUMBERGER LTD	266,094 35	298,610 15
6,465 00	SCHNEIDER ELEC SE	79,465 11	90,160 89
525 00	SCHWAB CHARLES CORP NEW	13,860 00	20,721 75
287 00	SCORPIO TANKERS INC	1,747 66	1,300 11
41 00	SCRIPPS NETWORKS INTERACTIVE INC	2,512 07	2,926 17
145 00	SEACOR HLDGS INC	7,952 02	10,335 60
239 00	SEAGATE TECH	7,944 36	9,122 63
960 00	SEALED AIR CORP NEW	20,240 67	43,526 40
116 00	SEATTLE GENETICS INC	4,104 66	6,121 32
130 00	SEI INVESTMENTS CO	4,480 04	6,416 80
210 00	SELECT MED HLDGS CORP	1,583.29	2,782 50
271 00	SELECTIVE INS GROUP INC	9,945 67	11,666 55
102 00	SEMGROUP CORP	2,228 69	4,258 50
115 00	SEMPRA ENERGY	11,106 70	11,573 60
70 00	SEMTECH CORP	1,885 30	2,208 50
269 00	SENIOR HSG PPTYS TR	4,677 93	5,092 17
51 00	SENSIENT TECHNOLOGIES CORP	3,250 23	4,007 58
240 00	SERVICE CORP INTL	2,788 09	6,816 00
167 00	SERVICEMASTER GLOBAL HLDGS INC	5,626 21	6,290 89
118 00	SHENANDOAH TELECOMMUNICATIONS	3,237 74	3,221 40
24 00	SHERWIN WILLIAMS CO	6,748 08	6,449 76
2,115 00	SHINHAN FINL GROUP CO LTD	84,403 37	79,608 60
30 00	SHUTTERFLY INC	1,504 50	1,505.40
56 00	SIGNATURE BK NEW YORK N Y	7,671 44	8,411 20
22 00	SIGNET JEWELERS LTD	2,474 34	2,073 72
50 00	SILICON LABORATORIES INC	2,931 20	3,250 00
113 00	SIMON PPTY GROUP INC NEW	21,986 41	20,076 71

50 00	SIMPSON MFG CO INC	1,947 50	2,187 50
100 00	SINCLAIR BROADCAST GROUP INC	3,368 99	3,335 00
130 00	SIX FLAGS ENTMT CORP NEW	5,276 29	7,794 80
145 00	SKECHERS U S A INC	4,490 52	3,564 10
27 00	SL GREEN RLTY CORP	2,521 26	2,903 85
470 00	SLM CORP	3,031 50	5,179 40
100 00	SM ENERGY CO	3,852 80	3,448 00
1,248 00	SMITH A O	40,630 76	59,092 80
19 00	SMUCKER J M CO	2,436 56	2,433 14
71 00	SNAP ON INC	10,838 56	12,160 17
95 00	SNYDERS-LANCE INC	2,883 96	3,642 30
66 00	SONIC CORP	557 70	1,749 66
1,012 00	SONOCO PRODS CO	32,756 14	53,332 40
100 00	SOTHEBYS HLDGS INC	5,137 50	3,986 00
70 00	SOUTH JERSEY INDS INC	2,051.70	2,358 30
359 00	SOUTHERN CO	17,052 50	17,659 21
121 00	SOUTHWEST AIRLS CO	5,143 71	6,030 64
58 00	SOUTHWEST GAS HLDGS INC	3,509 47	4,443 96
500 00	SOUTHWESTERN ENERGY CO	6,687 50	5,410 00
94 00	SPARTANNASH CO	2,464 84	3,716 76
83 00	SPECTRA ENERGY CORP	2,462 61	3,410 47
27 00	SPECTRUM BRANDS HLDGS INC	2,965 14	3,302 91
129 00	SPIRIT AEROSYSTEMS HLDGS INC	5,821 64	7,527 15
90 00	SPIRIT AIRLS INC	5,614 15	5,207 40
138 00	SPLUNK INC	6,796 49	7,058 70
192 00	SPROUTS FMRS MKT INC	5,570 08	3,632 64
188 00	SS&C TECHNOLOGIES HLDGS INC	5,975 58	5,376 80
34 00	ST JUDE MED INC	2,650 98	2,726 46
20 00	STAMPS COM INC	1,008 40	2,293 00
26 00	STANLEY BLACK & DECKER INC	2,516 54	2,981 94
760 00	STAPLES INC	6,627 20	6,878 00
506 00	STARBUCKS CORP	30,385 30	28,093 12
225 00	STARWOOD PPTY TR INC	5,295 48	4,938 75
43 00	STATE STR CORP	2,646 65	3,341 96
310 00	STEEL DYNAMICS INC	5,784 70	11,029 80
800 00	STEIN MART INC	5,831 12	4,384 00
21 00	STERICYCLE INC	2,477 16	1,617 84
1,877 00	STIFEL FINL CORP	78,781 48	93,756 15
182 00	STILLWATER MNG CO	1,952 50	2,932 02
420 00	STOCK YARD BANCORP INC	5,283 60	19,719 00
180 00	STORE CAPITAL CORP	4,776 74	4,447 80
56 00	STRATASYS LTD	1,403 92	926 24
134 00	STRYKER CORP	13,524 62	16,054 54
28,395 00	SUMITOMO MITSUI TR HLDGS INC	98,569 80	101,824 47
65 00	SUN COMMUNITIES INC	4,575 03	4,979 65
2 00	SUNCOKE ENERGY INC	24 39	22 68
240 00	SUNSTONE HOTEL INVS INC	3,333 24	3,660 00

268 00	SUNTRUST BKS INC	9,385 36	14,699 80
2,952 00	SUPERIOR ENERGY SVCS INC	54,260 94	49,829 76
260 00	SUPERIOR INDS INTL INC	7,168 20	6,851 00
289 00	SUPERVALU INC	1,644 12	1,349 63
49 00	SURGICAL CARE AFFILIATES INC	1,868 55	2,267 23
250 00	SURMODICS INC	5,967 50	6,350 00
417 00	SVB FINL GROUP	12,374 71	71,582 22
7,510 00	SWATCH GROUP AG	134,274 37	117,005 80
97 00	SWIFT TRANSN CO	1,786 74	2,362 92
3,355 00	SWISS RE LTD	47,590 55	79,637 64
195 00	SYKES ENTERPRISES INC	4,398 45	5,627 70
282 00	SYMANTEC CORP	5,721 78	6,736 98
40 00	SYNAPTICS INC	3,202 80	2,143 20
42 00	SYNCHRONOSS TECHNOLOGIES INC	1,367 10	1,608 60
355 00	SYNCHRONY FINL	9,827 07	12,875 85
529 00	SYNERGY RES CORP	3,789 81	4,713 39
30 00	SYNNEX CORP	934 20	3,630 60
141 00	SYNOPSYS INC	6,810 30	8,299 26
120 00	SYNOVUS FINL CORP	3,920 40	4,929 60
256 00	SYSCO CORP	11,412 48	14,174 72
64 00	TABLEAU SOFTWARE INC	2,874 19	2,697 60
417 00	TAHOE RES INC	4,950 68	3,928 14
2,373 00	TAILORED BRANDS INC	71,584 61	60,630 15
6,130 00	TAKEDA PHARMACEUTICAL CO LTD	142,086 34	127,056 51
93 00	TAKE-TWO INTERACTIVE SOFTWARE	3,503 31	4,583 97
1,393 00	TANGER FACTORY OUTLET CTRS INC	50,414 48	49,841 54
177 00	TARGA RES CORP	4,782 60	9,924 39
237 00	TARGET CORP	19,189 89	17,118 51
59 00	TASER INTL INC	1,158 17	1,430 16
68 00	TAUBMAN CTRS INC	4,798 08	5,027 24
190 00	TE CONNECTIVITY LTD	11,192 90	13,163 20
90 00	TEAM HEALTH HOLDINGS INC	2,580 46	3,910 50
50 00	TECH DATA CORP	1,519 19	4,234 00
348 00	TEGNA INC	8,297 98	7,443 72
12,158 00	TELECOM ITALIA S P A	165,834 82	108,084 62
35 00	TELEFLEX INC	5,457 20	5,640 25
5,669 00	TELEFONICA BRASIL SA	55,382 80	75,851 22
88 00	TELEPHONE & DATA SYS INC	2,630 08	2,540 56
80 00	TEMPUR SEALY INTL INC	2,592 57	5,462 40
109 00	TENET HEALTHCARE CORP	3,155 54	1,617 56
70 00	TENNANT CO	4,029 90	4,984 00
80 00	TENNECO INC	1,945 67	4,997 60
205 00	TERADATA CORP	13,611 61	5,569 85
270 00	TERADYNE INC	3,036 28	6,858 00
116 00	TEREX CORP NEW	2,860 56	3,657 48
50 00	TESARO INC	2,878 36	6,724 00
21,460 00	TESCO PLC	281,853 67	164,555 28

13 00	TESLA MTRS INC	2,403 35	2,777 97
40 00	TESSERA HLDG CORP	1,336 00	1,768 00
50 00	TETRA TECH INC NEW	1,760 00	2,157 50
60 00	TEXAS CAP BANCSHARES INC	1,366 20	4,704 00
6,237 00	TEXAS INSTRS INC	452,471 91	450,735 70
77 00	TEXAS ROADHOUSE INC	3,357 20	3,714 48
150 00	THERAVANCE BIOPHARMA INC	4,447 20	4,782 00
149 00	THERMO FISHER SCIENTIFIC CORP	20,158 21	21,023 90
311 00	THERMON GROUP HLDGS INC	5,509 40	5,936 99
80 00	THOR INDS INC	5,161 30	8,004 00
37 00	TIFFANY & CO NEW	2,501 57	2,864 91
4,706 00	TIM PARTICIPACOES S A	70,534 77	55,530 80
181 00	TIME INC NEW	2,893 74	3,230 85
299 00	TIME WARNER INC	19,976 19	28,862 47
120 00	TIMKEN CO	2,622 50	4,764 00
110 00	TIVO CORP	2,414 10	2,299 00
256 00	TJX COS INC NEW	19,322 88	19,233 28
208 00	TOLL BROTHERS INC	6,119 36	6,448 00
64 00	TOPBUILD CORP	2,196 07	2,278 40
109 00	TORCHMARK CORP	5,935 04	8,039 84
140 00	TORO CO	6,052 20	7,833 00
601 00	TRACTOR SUPPLY CO	41,599 55	45,561 81
60 00	TRANSDIGM GROUP INC	15,240 51	14,937 60
129 00	TRAVELERS COS INC	14,208 06	15,792 18
136 00	TRAVELPORT WORLDWIDE LTD	1,820 91	1,917 60
270 00	TREDEGAR CORP	5,022 19	6,480 00
62 00	TREEHOUSE FOODS INC	2,735 82	4,475 78
35 00	TREX INC	1,660 75	2,254 00
150 00	TRI POINTE HOMES INC	1,981 30	1,722 00
89 00	TRIBUNE MEDIA COMPANY	3,369 53	3,113 22
1,596 00	TRIMBLE NAVIGATION LTD	46,761 60	48,119 40
171 00	TRINITY INDS INC	3,107 05	4,746 96
30 00	TRINSEO S A	1,716.30	1,779 00
109 00	TRIPADVISOR INC	7,205 99	5,054 33
188 00	TRIUMPH GROUP INC NEW	5,881 96	4,982 00
1,740 00	TRUSTCO BK CORP N Y	12,301 80	15,225 00
65 00	TUPPERWARE BRANDS CORP	2,721 35	3,420 30
50 00	TUTOR PERINI CORP	1,420 50	1,400 00
25 00	TYLER TECHNOLOGIES INC	1,949 50	3,569 25
143 00	TYSON FOODS INC	9,379.37	8,820 24
450 00	U M H PPTYS INC	5,318 34	6,772 50
101 00	U S G CORP	2,501 67	2,916 88
70 00	U S SILICA HLDGS INC	3,628 30	3,967 60
5,345 00	UBS GROUP AG	81,404 35	83,756 15
1 00	UDR INC	28 07	36 48
190 00	UGI CORP NEW	7,708 30	8,755 20
25 00	ULTIMATE SOFTWARE GROUP INC	3,777 50	4,558 75

62 00	ULTRAGENYX PHARMACEUTICAL INC	4,207 20	4,359 22
70 00	UMB FINL CORP	3,128 69	5,398 40
4,256 00	UMPQUA HLDGS CORP	68,884 85	79,927 68
29 00	UNDER ARMOUR INC	1,247 64	842 45
207 00	UNDER ARMOUR INC	7,532 83	5,210 19
7,388 00	UNILEVER N V	229,745 38	303,351 28
302 00	UNION PAC CORP	24,199 26	31,311 36
50 00	UNIT CORP	1,384 00	1,343.50
43 00	UNITED CONTL HLDGS INC	2,462 89	3,133 84
377 00	UNITED FINANCIAL BANCORP INC	3,961 50	6,846 32
2,136 00	UNITED NAT FOODS INC	107,977 67	101,929 92
248 00	UNITED PARCEL SVC INC	24,395 76	28,430.72
90 00	UNITED RENTALS INC	6,422 60	9,502 20
51 00	UNITED THERAPEUTICS CORP DEL	5,722 70	7,314 93
312 00	UNITEDHEALTH GROUP INC	37,964 16	49,932 48
60 00	UNIVERSAL DISPLAY CORP	1,671 10	3,378.00
5,520 00	US BANCORP DEL	216,214 13	283,562 40
171 00	V F CORP	11,415 96	9,122 85
50 00	VAIL RESORTS INC	1,828 10	8,065.50
217 00	VALERO ENERGY CORP NEW	13,367 20	14,825 44
100 00	VALIDUS HLDGS LTD	4,599 00	5,501 00
30 00	VALMONT INDS INC	3,131 50	4,227 00
70 00	VALSPAR CORP	3,104 69	7,252 70
75 00	VCA INC	1,998 19	5,148.75
120 00	VECTREN CORP	4,144 29	6,258 00
190 00	VECTRUS INC	5,124 30	4,531 50
98 00	VEEVA SYS INC	2,643 91	3,988.60
170 00	VENTAS INC	9,788 60	10,628 40
125 00	VERIFONE SYS INC	3,545 00	2,216 25
77 00	VERINT SYS INC	2,558 93	2,714 25
85 00	VERISIGN INC	7,428 15	6,465 95
110 00	VERISK ANALYTICS INC	8,979 30	8,928.70
1,256 00	VERIZON COMMUNICATIONS INC	64,646 32	67,045 28
28 00	VERTEX PHARMACEUTICALS INC	2,508 24	2,062 76
219 00	VIACOM INC	8,227 83	7,686 90
258 00	VIAVI SOLUTIONS INC	1,772 25	2,110.44
620 00	VISA INC	46,283 00	48,372 40
1 00	VISHAY PRECISION GROUP INC	10 47	18 90
60 00	VISTEON CORP	3,372 00	4,820 40
370 00	VONAGE HLDGS CORP	1,717 03	2,534 50
28 00	VORNADO RLTY TR	2,499 56	2,922 36
25 00	VULCAN MATLS CO	2,540 75	3,128 75
80 00	VWR CORP	2,359 20	2,002 40
115 00	W P CAREY INC	7,079 04	6,795 35
80 00	WABCO HLDGS INC	8,465 20	8,492 00
1,336 00	WABTEC CORP	72,992 73	110,914 72
183 00	WADDELL & REED FINL INC	3,869 76	3,570 33

39 00	WAGEWORKS INC	1,982 76	2,827 50
309 00	WALGREENS BOOTS ALLIANCE INC	24,831 24	25,572 84
204 00	WASHINGTON PRIME GROUP	1,878 75	2,123 64
280 00	WASTE MGMT INC DEL	17,015 22	19,854 80
357 00	WATERS CORP	35,976 00	47,977 23
630 00	WATERSTONE FINL INC MD	10,571 34	11,592 00
28 00	WATSCO INC	3,765 16	4,147 36
40 00	WAYFAIR INC	1,486 10	1,402 00
1,120 00	WEATHERFORD INTL PL	7,224 00	5,588 80
78 00	WEBMD HEALTH CORP	4,832 49	3,866 46
130 00	WEBSTER FINL CORP CONN	1,109 90	7,056 40
45 00	WEC ENERGY GROUP INC	2,510 40	2,639.25
136 00	WEINGARTEN RLTY INVS	5,094 56	4,867 44
48 00	WELLCARE GROUP INC	4,460 64	6,579 84
1,381 00	WELLS FARGO & CO	67,296 13	76,106 91
173 00	WELLTOWER INC	11,408 83	11,578 89
250 00	WENDYS CO	2,195 00	3,380 00
112 00	WESCO INTL INC	6,498 91	7,453 60
95 00	WEST PHARMACEUTICAL SVSC INC	4,037 54	8,058 85
130 00	WESTERN ALLIANCE BANCORP	1,423 04	6,332 30
195 00	WESTERN DIGITAL CORP	8,714 11	13,250 25
135 00	WESTERN REFNG INC	3,166 06	5,109 75
398 00	WESTERN UNION CO	7,617 72	8,644 56
30 00	WESTLAKE CHEM CORP	1,528 50	1,679 70
10 00	WESTROCK CO	306 45	507 70
50 00	WEX INC	3,718 00	5,580.00
6,398 00	WEYERHAEUSER CO	202,105 15	201,813 63
90 00	WGL HLDGS INC	3,928 85	6,865 20
16 00	WHIRLPOOL CORP	2,520 48	2,908 32
696 00	WHITESTONE REIT	8,603 37	10,008 48
170 00	WHITEWAVE FOODS CO	5,482 08	9,452 00
263 00	WHITING PETE CORP	8,586 08	3,161 26
186 00	WHOLE FOODS MKT INC	6,332 63	5,721 36
65 00	WILEY JOHN & SONS INC	2,544 20	3,542 50
10 00	WILLIAMS CLAYTON ENERGY INC	1,205 60	1,192 60
151 00	WILLIAMS COS INC DEL	2,500 56	4,702 14
125 00	WILLIAMS SONOMA INC	4,952 88	6,048.75
472 00	WILLIS TOWERS	54,128 93	57,716 16
50 00	WINTRUST FINL CORP	2,738 48	3,628 50
3,560 00	WISDOMTREE INVTs INC	39,293 15	39,658 40
11,660 00	WM MORRISON SUPERMARKETS PLC	213,649 65	166,189 98
135 00	WOLVERINE WORLD WIDE INC	3,569 27	2,963 25
80 00	WOODWARD INC	2,841 70	5,524 00
79 00	WORLD FUEL SVCS CORP	3,118 00	3,626 89
90 00	WORTHINGTON INDS INC	2,166 70	4,269 60
339 00	WPX ENERGY INC	2,764 66	4,939 23
108 00	WRIGHT MED GROUP N V	1,967 76	2,481 84

61 00	XCEL ENERGY INC	2,407 67	2,482 70
1 00	XCERRA CORP	7 87	7 64
175 00	XILINX INC	8,438 50	10,564 75
410 00	XO GROUP INC	7,634 20	7,974 50
1,472 00	XYLEM INC	49,891 11	72,893 44
71 00	YELP INC	1,411 48	2,707 23
179 00	YUM BRANDS INC	9,527 40	11,336 07
158 00	ZAYO GROUP HLDGS INC	3,937 08	5,191 88
57 00	ZEBRA TECHNOLOGIES CORP	3,894 80	4,888 32
2,103 00	ZENDESK INC	36,494 14	44,583 60
60 00	ZILLOW GROUP INC CL A	1,841 10	2,187 00
25 00	ZIMMER BIOMET HLDGS INC	2,435 00	2,580 00
275 00	ZIONS BANCORPORATION	6,414 10	11,836 00
59 00	ZOETIS INC	2,484 49	3,158 27

TOTAL TO FORM 990-PF, PART II, LINE 10B

24,720,362.23

31,759,654.38

CORPORATE BONDS

<u>UNITS</u>	<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
275,000 00	ACE INA HLDG 3 35% 5/15/24	280,115.00	280,167.25
350,000 00	AFLAC INC 3 625% 11/15/24	368,184 50	360,220 00
175,000 00	BERKSHIRE HATHAWAY 3 125% 3/15/26	181,228 25	173,864 25
250,000 00	BLACKROCK INC 5% 12/10/19	251,125 00	271,512 50
150,000 00	BP CAP MKTS 2 5% 11/6/22	141,858 00	147,028.50
200,000 00	BP CAP MKTS 4 5% 10/1/20	216,740.00	214,614 00
300,000 00	BURLINGTON N 5 75% 3/15/18	324,907 08	315,348 00
100,000 00	CISCO SYS INC 4 95% 2/15/19	107,470 00	106,899 00
200,000 00	COMCAST CORP 3 125% 7/15/22	206,188 00	204,182 00
100,000 00	EBAY INC 3 25% 10/15/20	103,076 00	102,351 00
400,000 00	EMERSON ELEC CO 5 25% 10/15/18	415,920 00	425,648 00
75,000 00	EXELON GENERATION 5 2% 10/1/19	77,156 25	80,382 00
150,000 00	GENERAL ELEC CAP 5 625% 5/1/18	162,660 00	158,310 00
250,000 00	GOLDMAN SACHS 3 75% 2/25/26	261,692 50	250,735 00
150,000 00	GOLDMAN SACHS 5 95% 1/18/18	174,099 00	156,261 00
175,000 00	GOLDMAN SACHS 6 25% 9/1/17	194,204 50	180,376 00
150,000 00	HALLIBURTON CO 6 15% 9/15/19	178,618 50	165,328 50
100,000 00	HEWLETT PACKARD 4 375% 9/15/21	104,490 00	105,200.00
250,000 00	JPMORGAN CHASE 3 125% 1/23/25	241,190 00	244,390 00
150,000 00	JPMORGAN CHASE 4 5% 1/24/22	162,496 50	161,764 50
250,000 00	MERCK & CO 3 875% 1/15/21	269,605 00	265,302 50
100,000 00	ORACLE CORP 2 25% 10/8/19	99,556 00	101,213 00
175,000 00	ORACLE CORP 2 375% 1/15/19	177,376 50	177,343 25
200,000 00	RAYTHEON CO 3 125% 10/15/20	214,708 00	206,478 00

150,000 00	TARGET CORP 3 5% 7/1/24	153,714 00	155,811 00
125,000 00	TD AMERITRADE 5 6% 12/1/19	144,490 00	137,322 50
150,000 00	TOTAL CAP 4 45% 6/24/20	154,918 50	161,400 00
300,000 00	VERIZON COMM 5 15% 9/15/23	329,444 00	331,722 00
200,000 00	WELLS FARGO 4 125% 8/15/23	206,352 00	206,944 00
150,000 00	WESTPAC BKG 2% 8/14/17	153,325 50	150,657 00

TOTAL TO FORM 990-PF, PART II, LINE 10C

6,056,908.58

5,998,774.75

OTHER INVESTMENTS

UNITS

DESCRIPTION

BOOK VALUE

**FAIR MARKET
VALUE**

200,000 00	FHLB CONS 5% 11/17/17	202,090 00	207,156 00
100,000 00	FHLB CONS 4 25% 3/9/18	96,341 00	103,896 00
75,000 00	FHLB CONS 5 375% 5/15/19	78,233 25	81,998 25
250,000 00	FHLB CONS 2 875% 9/13/24	253,470 00	257,635 00
	Goldman Sachs Alternatives Fund	509,229 72	478,691 88
	Pine Grove Alternative Funds	1,035,309 17	997,761 54
	Skybridge Multi Adviser	1,033,932 10	938,223 15
-	ACCION NM 2011C	255,019 33	255,019 33

TOTAL TO FORM 990-PF, PART II, LINE 13

3,463,624.57

3,320,381.15

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2016
Schedule of Information Regarding Transfers from a Controlled Entity
Part VII-A Question 11**

	(A) Name and address of each controlled entity	(B) Employer identification number	(C) Description of transfer	(D) Amount of transfer
a	ACCION NM 2011C LLC 2000 Zearing Ave NW Albuquerque, NM 87104	45-4151679	Payment of interest income	\$ 5,001
b				
c				
Total				\$ 5,001

THE LUMPKIN FAMILY FOUNDATION

23-7423640

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2016**

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

<u>NAME ADDRESS</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
142 Throckmorton Theatre Mill Valley, California	N/A	501(c)(3)	Charitable	500 00
Academy for Global Citizenship Chicago, Illinois	N/A	501(c)(3)	Charitable	2,000 00
ACCION New Mexico Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	500 00
Albuquerque Youth Symphony Program, Inc Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	750 00
Alliance for the Great Lakes Chicago, Illinois	N/A	501(c)(3)	Environmental	10,000 00
Altus Academy Chicago, Illinois	N/A	501(c)(3)	Education	5,000 00
Amazon Watch Oakland, California	N/A	501(c)(3)	Environmental	500 00
American Red Cross Washington, D C	N/A	501(c)(3)	Charitable	50 00
Audubon Canyon Ranch Stinson Beach, California	N/A	501(c)(3)	Environmental	250 00
Bridge the Gap Sausalito, California	N/A	501(c)(3)	Charitable	21,250 00
Broad Street Ministry Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	1,000 00
Brushwood Center at Ryerson Woods Riverwoods, Illinois	N/A	501(c)(3)	Environmental	7,390 00
Byrd Theatre Foundation Richmond, Virginia	N/A	501(c)(3)	Charitable	500 00
California Film Institute San Rafael, California	N/A	501(c)(3)	Charitable	2,600 00
Camp New Hope Neoga, Illinois	N/A	501(c)(3)	Charitable	5,000 00

Chautauqua Lake Association Lakewood, New York	N/A	501(c)(3)	Environmental	5,000 00
Chautauqua Watershed Conservancy Lakewood, New York	N/A	501(c)(3)	Environmental	5,000 00
Chicago Arts Orchestra Chicago, Illinois	N/A	501(c)(3)	Charitable	2,000 00
Chicago Horticultural Society Glencoe, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Chicago Symphony Orchestra Chicago, Illinois	N/A	501(c)(3)	Charitable	1,500 00
Christopher Newport University Newport News, Virginia	N/A	501(c)(3)	Education	3,000 00
City of Mattoon Mattoon, Illinois	N/A	501(c)(3)	Charitable	630,142 81
Colorado Timberline Academy, Inc Durango, Colorado	N/A	501(c)(3)	Education	500 00
Community Action, Inc Haverhill, Massachusetts	N/A	501(c)(3)	Education	2,500 00
Community Foundation of Macon County Decatur, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Community Foundation for Land of Lincoln Springfield, Illinois	N/A	501(c)(3)	Charitable	5,000 00
Community Foundation of E Central IL Champaign, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Community Hospital Foundation Monterey, California	N/A	501(c)(3)	Medical	10,000 00
Concord Academy Concord, Massachusetts	N/A	501(c)(3)	Education	67,666 00
CT NOFA Stevenson, Connecticut	N/A	501(c)(3)	Charitable	500 00
Doctors Without Borders New York, New York	N/A	501(c)(3)	Medical	250 00
Eastern Illinois University Foundation Charleston, Illinois	N/A	501(c)(3)	Education	203,500 00
Edgar County Community Foundation Paris, Illinois	N/A	501(c)(3)	Charitable	500 00

Electronic Frontier Foundation San Francisco, California	N/A	501(c)(3)	Charitable	500 00
Esalen Institute Big Sur, California	N/A	501(c)(3)	Education	2,500 00
Explora Science Center Albuquerque, New Mexico	N/A	501(c)(3)	Education	1,000 00
Earth In Place Chicago, Illinois	N/A	501(c)(3)	Charitable	17,000 00
FamilyFarmed Chicago, Illinois	N/A	501(c)(3)	Charitable	10,000 00
First Person Arts Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	1,000 00
Fit-2-Serve Mattoon, Illinois	N/A	501(c)(3)	Charitable	26,000 00
Florida Coalition for Preservation Ocean Ridge, Florida	N/A	501(c)(3)	Environmental	5,000 00
Forefront Chicago, Illinois	N/A	501(c)(3)	Charitable	67,000 00
Friends' Central School Wynnewood, Pennsylvania	N/A	501(c)(3)	Education	2,500 00
Gads Hill Center Chicago, Illinois	N/A	501(c)(3)	Charitable	3,500 00
Garfield Park Community Council Chicago, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Genesis Animal Rescue & Rehabilitation Mattoon, Illinois	N/A	501(c)(3)	Charitable	50 00
Georgetown University Washington, D C	N/A	501(c)(3)	Education	650 00
Gilda's Club Hackensack, New Jersey	N/A	501(c)(3)	Charitable	200 00
Global Citizen Year Oakland, California	N/A	501(c)(3)	Charitable	750 00
Global Philanthropy Partnership Chicago, Illinois	N/A	501(c)(3)	Charitable	2,500 00
Grand Prairie Friends Urbana, Illinois	N/A	501(c)(3)	Environmental	61,437 85
Greater Chicago Food Depository	N/A	501(c)(3)	Charitable	100 00

Chicago, Illinois

Green Community Connections Oak Park, Illinois	N/A	501(c)(3)	Environmental	38,600 00
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Growing Home, Inc Chicago, Illinois	N/A	501(c)(3)	Charitable	22,000 00
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Gulf Stream School Gulf Stream, Florida	N/A	501(c)(3)	Education	500 00
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Harborlight Montessori School Beverly, Massachusetts	N/A	501(c)(3)	Education	1,000 00
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Harvard University Cambridge, Massachusetts	N/A	501(c)(3)	Education	1,000 00
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Healthy Schools Campaign Chicago, Illinois	N/A	501(c)(3)	Education	120,000 00
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Heifer International Little Rock, Arkansas	N/A	501(c)(3)	Charitable	2,500 00
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International Center for Research on Women Washington, D C	N/A	501(c)(3)	Charitable	5,000 00
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Illinois Environmental Council Ed Fund Springfield, Illinois	N/A	501(c)(3)	Environmental	21,000 00
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Illinois Library Association Chicago, Illinois	N/A	501(c)(3)	Education	150 00
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Illinois Stewardship Alliance Springfield, Illinois	N/A	501(c)(3)	Charitable	34,000 00
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Kensington Conservacy Lake Forest, Illinois	N/A	501(c)(3)	Charitable	500 00
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Lake Land College Foundation Mattoon, Illinois	N/A	501(c)(3)	Education	10,000 00
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Lantana Public Library Lantana, Florida	N/A	501(c)(3)	Education	500 00
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Make-a-Wish Foundation Greater Bay Area San Francisco, California	N/A	501(c)(3)	Charitable	10,000 00
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Marin Advocates for Children San Rafael, California	N/A	501(c)(3)	Charitable	1,000 00
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Marine Mammal Center Sausalito, California	N/A	501(c)(3)	Charitable	200 00
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Marist College Poughkeepsie, New York	N/A	501(c)(3)	Education	1,000 00
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Master's Manna, Inc Wallingford, Connecticut	N/A	501(c)(3)	Charitable	1,650 00
Mattoon Area Community Foundation Mattoon, Illinois	N/A	501(c)(3)	Charitable	20,000 00
Mattoon Area Family YMCA Mattoon, Illinois	N/A	501(c)(3)	Charitable	15,000 00
Mattoon Arts Council Mattoon, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Mattoon Public Library Mattoon, Illinois	N/A	501(c)(3)	Education	16,500 00
Memorial Sloan-Kettering Cancer Center New York, New York	N/A	501(c)(3)	Medical	1,000 00
Mercy Housing San Francisco, California	N/A	501(c)(3)	Charitable	400 00
Mid-Illinois Big Brothers Big Sisters Charleston, Illinois	N/A	501(c)(3)	Charitable	2,500 00
Midland Institute for Entrepreneurship Effingham, Illinois	N/A	501(c)(3)	Charitable	50,000 00
Mighty Writers Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	1,000 00
Millikin University Decatur, Illinois	N/A	501(c)(3)	Education	25,000 00
N A L L Art Foundation Fairhope, Alabama	N/A	501(c)(3)	Charitable	5,000 00
NARAL Pro-Choice Texas Austin, Texas	N/A	501(c)(3)	Charitable	2,500 00
National Outdoor Leadership School Lander, Wyoming	N/A	501(c)(3)	Education	250 00
Need In Deed Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	1,000 00
NeighborSpace Chicago, Illinois	N/A	501(c)(3)	Charitable	9,025 00
Nepal Youth Foundation Sausalito, California	N/A	501(c)(3)	Charitable	1,000 00
New Moms Inc Chicago, Illinois	N/A	501(c)(3)	Charitable	2,500 00

New Venture Fund Washington, D C	N/A	501(c)(3)	Environmental	30,000 00
Nineteenth Century Charitable Association Oak Park, Illinois	N/A	501(c)(3)	Charitable	5,000 00
North Star Fund New York, New York	N/A	501(c)(3)	Charitable	6,750 00
Northwest Film Forum Seattle, Washington	N/A	501(c)(3)	Charitable	25,000 00
Norwalk River Watershed Association, Inc Oak Park, Illinois	N/A	501(c)(3)	Environmental	1,000 00
Norwalk Tree Alliance Oak Park, Illinois	N/A	501(c)(3)	Environmental	2,000 00
Oak Park River Forest Food Pantry Oak Park, Illinois	N/A	501(c)(3)	Charitable	13,000 00
Openlands Chicago, Illinois	N/A	501(c)(3)	Environmental	21,000 00
Pesticide Action Network Oakland, California	N/A	501(c)(3)	Environmental	2,250 00
Peterson Garden Project Chicago, Illinois	N/A	501(c)(3)	Charitable	5,000 00
Philips Academy Andover, Massachusetts	N/A	501(c)(3)	Education	51,000 00
Pie Ranch Pescadero, California	N/A	501(c)(3)	Charitable	1,000 00
Pilgrim School Los Angeles, California	N/A	501(c)(3)	Education	250 00
Planned Parenthood New York, New York	N/A	501(c)(3)	Charitable	2,500 00
Planned Parenthood Gulf Coast Houston, Texas	N/A	501(c)(3)	Charitable	100 00
Plant Chicago Chicago, Illinois	N/A	501(c)(3)	Charitable	15,165 00
Plant With Purpose San Diego, California	N/A	501(c)(3)	Charitable	500 00
Prairie Rivers Network Champaign, Illinois	N/A	501(c)(3)	Environmental	60,000 00
Purple Asparagus	N/A	501(c)(3)	Charitable	23,000 00

Chicago, Illinois

Resource Generation New York, New York	N/A	501(c)(3)	Charitable	900 00
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Ridgefield Academy Ridgefield, Connecticut	N/A	501(c)(3)	Education	1,000 00
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Rio Grande Nature Center Albuquerque, New Mexico	N/A	501(c)(3)	Environmental	750 00
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Roadrunner Food Bank, Inc Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	750 00
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Roswell Park Cancer Institute Buffalo, New York	N/A	501(c)(3)	Medical	1,000 00
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San Francisco Night Ministry San Francisco, California	N/A	501(c)(3)	Charitable	750 00
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San Francisco Symphony San Francisco, California	N/A	501(c)(3)	Charitable	2,500 00
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Sandia Preparatory School Albuquerque, New Mexico	N/A	501(c)(3)	Education	1,000 00
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Sarah Bush Lincoln Health Foundation Mattoon, Illinois	N/A	501(c)(3)	Medical	661,000 00
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School Year Abroad Lawrence, Massachusetts	N/A	501(c)(3)	Education	1,100 00
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Sea Education Association Woods Hole, Massachusetts	N/A	501(c)(3)	Education	1,000 00
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Seven Generations Ahead Oak Park, Illinois	N/A	501(c)(3)	Environmental	27,500 00
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She's The First New York, New York	N/A	501(c)(3)	Charitable	51 84
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Southeastern IL Community Foundation Effingham, Illinois	N/A	501(c)(3)	Charitable	10,000 00
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St Johns Prep Danvers, Massachusetts	N/A	501(c)(3)	Education	700 00
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St Luke's School New Canaan, Connecticut	N/A	501(c)(3)	Education	1,500 00
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St Martin's Hospitality Center Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	1,000 00
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St Matthew Lutheran Church Urbana, Illinois	N/A	501(c)(3)	Charitable	10,000 00
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The Bay School of San Francisco San Francisco, California	N/A	501(c)(3)	Education	250 00
The Hannah Project Marin City, California	N/A	501(c)(3)	Charitable	31,000 00
The Hist Soc of Oak Park & River Forest Oak Park, Illinois	N/A	501(c)(3)	Charitable	100 00
The Land Connection Champaign, Illinois	N/A	501(c)(3)	Charitable	16,500 00
The Little Theatre on the Square Sullivan, Illinois	N/A	501(c)(3)	Charitable	400 00
The Night Ministry Chicago, Illinois	N/A	501(c)(3)	Charitable	500 00
The Storehouse Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	750 00
Thresholds Chicago, Illinois	N/A	501(c)(3)	Charitable	1,000 00
Tricklock Repertory Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	3,000 00
Trinity Episcopal Church Mattoon, Illinois	N/A	501(c)(3)	Charitable	5,000 00
U S Dressage Federation Nat'l Educ Ctr Lexington, Kentucky	N/A	501(c)(3)	Charitable	2,000 00
U S Friends of Adonai Family Uganda Mattoon, Illinois	N/A	501(c)(3)	Charitable	34,000 00
United States Equestrian Federation Lexington, Kentucky	N/A	501(c)(3)	Charitable	4,760 00
United Way of Coles County Mattoon, Illinois	N/A	501(c)(3)	Charitable	10,000 00
United Way of Meriden & Wallingford, Inc Meriden, Connecticut	N/A	501(c)(3)	Charitable	300 00
Universidad Popular Chicago, Illinois	N/A	501(c)(3)	Education	20,000 00
University of Illinois Champaign, Illinois	N/A	501(c)(3)	Education	5,000 00
Urban Services YMCA San Francisco, California	N/A	501(c)(3)	Charitable	5,000 00

USC School of Cinematic Arts Los Angeles, California	N/A	501(c)(3)	Education	2,000 00
Wellesley College Wellesley, Massachusetts	N/A	501(c)(3)	Education	30,000 00
Wikimedia Foundation, Inc San Francisco, California	N/A	501(c)(3)	Charitable	100 00
Wilton Go Green, Inc Wilton, Connecticut	N/A	501(c)(3)	Environmental	5,000 00
Woodcock Nature Center Wilton, Connecticut	N/A	501(c)(3)	Environmental	1,000 00
Yale University New Haven, Connecticut	N/A	501(c)(3)	Education	1,000 00
YES! magazine Bainbridge Island, Washington	N/A	501(c)(3)	Charitable	250 00
YWCA Metropolitan Chicago Chicago, Illinois	N/A	501(c)(3)	Charitable	180 00

Total Grants and Contributions Paid

2,835,418.50