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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	479,709	104,391	104,391
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	451,425	309,762	308,349
	b	Investments—corporate stock (attach schedule)	1,329,788	1,075,031	1,263,697
	c	Investments—corporate bonds (attach schedule)	252,205	259,770	269,075
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,305,584	5,942,589	5,980,256
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)			4,055	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,818,711	7,691,543	7,929,823	
Liabilities	17	Accounts payable and accrued expenses	9,179	1,260	
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	9,179	1,260	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	6,809,532	7,690,283	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	6,809,532	7,690,283	
	31	Total liabilities and net assets/fund balances (see instructions) .	6,818,711	7,691,543	

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	6,809,532
2	Enter amount from Part I, line 27a	2	880,751
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	7,690,283
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	7,690,283

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a Sales of Publicly Traded Securities	P	2000-01-01	2016-12-31
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,112,563		1,056,952	55,611
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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			55,611
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	55,611
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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 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	731,059	6,379,906	0 11459
2014	510,815	3,905,331	0 13080
2013	415,565	3,293,345	0 12618
2012	489,915	2,627,055	0 18649
2011	115,500	1,832,982	0 06301
2 Total of line 1, column (d)			2 0 621070
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 124214
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 8,013,332
5 Multiply line 4 by line 3			5 995,368
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,260
7 Add lines 5 and 6			7 996,628
8 Enter qualifying distributions from Part XII, line 4			8 944,120

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	2,520
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	2,520
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,520
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	75
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	2,595
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>baskinfoundation.org</u>	13	Yes	
14	The books are in care of ► <u>Nicole Baran</u> Telephone no ► _____			

Located at **►** 5214F Diamond Heights Blvd 808 San Francisco CAZIP+4 **►** 94131

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐	15		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ► <u>20____, 20____, 20____, 20____</u>			
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		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20____, 20____, 20____, 20____</u>			
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

[illegible][illegible]

▶

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 	
2 	
3 	
4 	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	3,457,549
b	Average of monthly cash balances.	1b	166,805
c	Fair market value of all other assets (see instructions).	1c	4,511,008
d	Total (add lines 1a, b, and c).	1d	8,135,362
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	
3	Subtract line 2 from line 1d.	3	8,135,362
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	122,030
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,013,332
6	Minimum investment return. Enter 5% of line 5.	6	400,667

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	400,667
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	2,520
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,520
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	398,147
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	398,147
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	398,147

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	944,120
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	944,120
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	944,120

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				398,147
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				29,380
b From 2012.				360,306
c From 2013.				258,321
d From 2014.				321,476
e From 2015.				417,250
f Total of lines 3a through e.	1,386,733			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 944,120				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				398,147
e Remaining amount distributed out of corpus	545,973			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,932,706			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	29,380			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,903,326			
10 Analysis of line 9				
a Excess from 2012.				360,306
b Excess from 2013.				258,321
c Excess from 2014.				321,476
d Excess from 2015.				417,250
e Excess from 2016.				545,973

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

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization 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))

Jack Baskin

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

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

The Peggy and Jack Baskin Foundatio
5214F Diamond Heights Blvd 808
San Francisco, CA 941312175
(415) 515-9079
baskinfoundation.org

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

The Peggy and Jack Baskin Foundation uses a three-step application process Step One Please review our Current Grant Opportunities and Eligibility Requirements and submit an Organization Information Form if you believe that your organization meets our guidelines The Peggy and Jack Baskin Foundation uses this form to gather information about organizations interested in applying for a grant After reviewing the form, a staff member will notify you of your organization's eligibility to submit a Letter of Inquiry (LOI) Step Two Eligible candidates interested in applying for a grant from the Peggy and Jack Baskin Foundation are required to submit a Letter of Inquiry (LOI) The program officer and applicant will agree upon its submission deadline Please see Letter of Inquiry Instructions for complete submission details Step Three The Letter of Inquiry will be reviewed by The Peggy and Jack Baskin Foundation Applicants will be notified about the Foundations interest within two months followi

c Any submission deadlines

N/A

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

The Peggy and Jack Baskin Foundation awards grants to nonprofit organizations that serve the people and communities in the Monterey Bay Peninsula, Santa Cruz, and the Greater San Francisco Bay Area Grants are awarded in two program areas education and improving the lives of women and girls The Foundation does not accept unsolicited proposals, please review the Apply for a Grant instructions (located on-line) for more information Current Grant OpportunitiesCurrently, we are funding programs in the areas listed below - Reproductive Rights- Immigrant Women- Girls in Engineering- Gender/Feminist/Women's Studies- Women in Public Policy- Media Literacy- Digital Literacy- Women Re-entering the Workforce- Transitional Housing Programs for Survivors of Relationship Abuse- Legal Services Programs for Survivors of Relationship Abuse- Women's Economic Self Sufficiency

Part XV **Supplementary Information** (continued)**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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	765,850
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B	Relationship of Activities to the A
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[illegible]

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

		Yes	No
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1a(1)		No
1a(2)		No

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1b(1)	No
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1b(2)		No
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1b(3)		No
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1b(4)		No
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1b(5)	No
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1b(6)		No
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1c		No
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2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

☐ Yes ☒ No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best

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

Form **990-PF** (2016)

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Peggy Downes Baskin	President/CEO 1 00	0		
5214F Diamond Heights Blvd 8 San Francisco, CA 94131				
Nicole Baran	VP/CFO 40 00	125,000	8,522	
5214F Diamond Heights Blvd 8 San Francisco, CA 94131				
Cammy Torgenrud	Secretary 1 00	0		
5214F Diamond Heights Blvd 8 San Francisco, CA 94131				
Jack Baskin	Director 1 00	0		
5214F Diamond Heights Blvd 8 San Francisco, CA 94131				
Robert Ridino	Director 1 00	0		
5214F Diamond Heights Blvd 8 San Francisco, CA 94131				
Ann Mahoney	Director 1 00	0		
5214F Diamond Heights Blvd 8 San Francisco, CA 94131				
Mary James	Director 1 00	0		
5214F Diamond Heights Blvd 8 San Francisco, CA 94131				

Form 990FP Part XV Line 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 <i>Paid during the year</i>				
Carmel River Watershed Conservancy 225 Crossroads Blvd Suite 322 Carmel, CA 93923	N/A	PC	General Support	5,000
Big Sur Land Trust 509 Hartnell Street Monterey, CA 93940	N/A	PC	General Support	10,000
Jacob's Heart 680 West Beach Street Watsonville, CA 95076	N/A	PC	General Support	10,000
Earth Justice 50 California Street Suite 500 San Francisco, CA 94111	N/A	PC	General Support	5,000
UCSC School of Engineering 1156 High Street Santa Cruz, CA 95064	N/A	PC	Baskin Scholars	37,000
Cabrillo College Foundation 6500 Soquel Drive Aptos, CA 95003	N/A	PC	Cabrillo Tech Center	105,000
Big Sur Land Trust 509 Hartnell Street Monterey, CA 93940	N/A	PC	BSLT Girls Summer Camps	25,000
Cabrillo College Foundation 6500 Soquel Drive Aptos, CA 95003	N/A	PC	Women's Studies	59,850
Regents of UCSC-Feminist Studies 1156 High Street Santa Cruz, CA 95064	N/A	PC	UCSC Feminist Studies Baskin Scholars	35,000
Monterey Peninsula College Foundati 980 Fremont Street Monterey, CA 93940	N/A	PC	Gender and Women Studies	59,000
Community Foundation for Monterey C 2354 Garden Road Monterey, CA 93940	N/A	PC	Women's Economic Security	25,000
Hartnell College 411 Central Avenue Salinas, CA 93901	N/A	PC	Women's Leadership Initiative WELI	20,000
Cabrillo College Foundation 6500 Soquel Drive Aptos, CA 95003	N/A	PC	WES (Women's Educational Success)	10,000
YWCA of SF and Marin 940 Powell Street San Francisco, CA 94108	N/A	PC	Fifty Plus	25,000
University Corporation at Monterey 100 Campus Center Seaside, CA 93955	N/A	PC	Women's Leadership Council Emergency Fund	10,000
Total ► 3a				765,850

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Monterey Peninsula College Foundati 980 Fremont Street Monterey, CA 93940	N/A	PC	Women Supporting Women	10,000
Monterey Peninsula College Foundati 980 Fremont Street Monterey, CA 93940	N/A	PC	Textbook Program	5,000
Cooperative Restraining Order Clini 3543 18th Street Box 5 San Francisco, CA 94110	N/A	PC	DV Legal Advocacy	5,000
Women's Foundation of California 300 Frank H Ogawa Plaza Suite 420 Oakland, CA 94612	N/A	PC	Women's Policy Institute	45,000
IGNITE 510 16th Street Oakland, CA 94612	N/A	PC	IGNITE Grant-women's public policy	20,000
University of Colorado Foundation 1800 Grant Steet Denver, CO 80203	N/A	PC	General Support	10,000
UCSC School of Engineering 1156 High Street Santa Cruz, CA 95064	N/A	PC	Girls in Engineering	25,000
Regents of UC- Berkeley GIE 1111 Franklin St12th floor Oakland, CA 94607	N/A	PC	UC Berkeley Girls in Engineering	25,000
Lyceum of Monterey County 1073 Sixth Street Monterey, CA 93940	N/A	PC	Girls Summer Program	10,000
Monterey Bay Aquarium- YWIS 886 Cannery Row Monterey, CA 93940	N/A	PC	Young Women in Science	20,000
UCSC School of Engineering 1156 High Street Santa Cruz, CA 95064	N/A	PC	GIE Matching	25,000
Planned Parenthood Mar Monte 1691 The Alameda San Jose, CA 95126	N/A	PC	General Support	5,000
Community Foundation Santa Cruz 7807 Soquel Drive Aptos, CA 95003	N/A	PC	Women's Fund	50,000
Gathering for Women PO Box 601 Monterey, CA 93942	N/A	PC	Homeless women	10,000
UC San Diego 9500 Gilman Dr La Jolla, CA 92093	N/A	PC	Scholarship	10,000
Total ►				765,850
3a				

Form 990FP Part XV Line 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 <i>Paid during the year</i>				
UCLA 1147 Murphy Hall Los Angeles, CA 90095	N/A	PC	Scholarship	10,000
UC Santa Cruz 1156 High Street Santa Cruz, CA 95064	N/A	PC	Scholarship	10,000
UC Berkeley 110 Sproul Hall 5800 Berkeley, CA 94720	N/A	PC	Scholarship	10,000
UC Berkeley 110 Sproul Hall 5800 Berkeley, CA 94720	N/A	PC	Scholarship	10,000
UC Berkeley 110 Sproul Hall 5800 Berkeley, CA 94720	N/A	PC	Scholarship	5,000
Institute for Personal Change P O Box 50384 Palo Alto, CA 94303	N/A	PC	General Support	500
Pajaro Valley Shelter Services 115 Brennan St Watsonville, CA 95076	N/A	PC	General Support	500
Cooperative Restraining Order Clini 3543 18th Street Box 5 San Francisco, CA 94110	N/A	PC	General Support	500
Boys and Girls Club of the Coastsid PO Box 545 Half Moon Bay, CA 94019	N/A	PC	General Support	1,000
East Bay SPCA 8323 Baldwin Street Oakland, CA 94621	N/A	PC	General Support	500
Chick Tech 921 SW Washington St 820 Portland, OR 97205	N/A	PC	General Support	500
My Sister's House 3053 Freeport 120 Sacramento, CA 95818	N/A	PC	General Support	500
Houston Area Women's Shelter 1010 Waugh Drive Houston, TX 77019	N/A	PC	General Support	500
Girls Inc 318 Cayuga St Suite 101 A Salinas, CA 93901	N/A	PC	General Support	500
Total ▶ 3a				765,850

TY 2016 Accounting Fees Schedule**Name:** The Peggy and Jack Baskin Foundation**EIN:** 26-0677825**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	3,839	0	0	0

TY 2016 Investments Corporate Bonds Schedule**Name:** The Peggy and Jack Baskin Foundation**EIN:** 26-0677825**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate Bonds - See Statement	259,770	269,075

TY 2016 Investments Corporate Stock Schedule**Name:** The Peggy and Jack Baskin Foundation**EIN:** 26-0677825**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Stocks - See Statement	1,075,031	1,263,697

TY 2016 Investments Government Obligations Schedule**Name:** The Peggy and Jack Baskin Foundation**EIN:** 26-0677825**Software ID:** 16000303**Software Version:** 2016v3.0**US Government Securities - End
of Year Book Value:**

309,762

**US Government Securities - End
of Year Fair Market Value:**

308,349

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2016 Investments - Other Schedule**Name:** The Peggy and Jack Baskin Foundation**EIN:** 26-0677825**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Other Investments - See Statement	AT COST	1,431,581	1,469,248
Chiquita Property Group LLC	AT COST	461,775	461,775
Vistancia Associates LLC	AT COST	2,360,253	2,360,253
Mesa WG Associates LLC	AT COST	648,244	648,244
Fair Oaks Parkway Associates LLC	AT COST	1,040,736	1,040,736

TY 2016 Legal Fees Schedule**Name:** The Peggy and Jack Baskin Foundation**EIN:** 26-0677825**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	5,513	0	0	5,513

TY 2016 Other Expenses Schedule**Name:** The Peggy and Jack Baskin Foundation**EIN:** 26-0677825**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	12	12		
Filing Fees	135			135
Insurance	550			550
Leadership Program	305			305
Paroll Expenses	1,278			1,278
Postage & Delivery	143			143
Supplies	542			542
Telephone	2,797			2,797
Website	614			614

TY 2016 Other Income Schedule**Name:** The Peggy and Jack Baskin Foundation**EIN:** 26-0677825**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	2,359	2,359	
Partnership Income	35,008	35,008	

TY 2016 Other Professional Fees Schedule**Name:** The Peggy and Jack Baskin Foundation**EIN:** 26-0677825**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Interns	6,360	0	0	6,360
Investment Management Fees	34,687	34,687	0	0

TY 2016 Taxes Schedule**Name:** The Peggy and Jack Baskin Foundation**EIN:** 26-0677825**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Taxes	5,187			
Foreign Tax w/h on Dividends	1,548	1,548		

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047 2016
	Name of the organization The Peggy and Jack Baskin Foundation	Employer identification number 26-0677825

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other 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 33¹/₃% 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. Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Peggy and Jack Baskin Foundation	Employer identification number 26-0677825
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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	Jack Baskin 5214F Diamond Heights Blvd San Francisco, CA 94131	\$ 1,707,768	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

26-0677825

Part II	Noncash Property
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[illegible]

Name of organization The Peggy and Jack Baskin Foundation	Employer identification number 26-0677825
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	--

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

	Shares	Cost	FMV
Fannie Mae Bond 1.8750 02/19/2019	15,000.000	15,309.30	15,182.70
Freddie Mac NTS 2.3750% 01/13/2022	8,000.000	8,035.07	8,131.28
US Treasury Note 3.8750% 05/15/2018	40,000.000	41,618.78	41,560.80
US Treasury Note 4.0000% 08/15/2018	30,000.000	31,332.74	31,414.50
US Treasury Note 1.2500% 01/31/2019	11,000.000	10,791.64	11,006.49
US Treasury Note 3.1250% 05/15/2019	25,000.000	26,277.85	26,065.50
US Treasury Note 1.0000% 06/30/2019	40,000.000	39,484.48	39,687.60
US Treasury Note 2.6250% 11/15/2020	40,000.000	41,145.88	41,343.60
US Treasury Note 2.1250% 08/15/2021	25,000.000	25,180.24	25,237.25
US Treasury Note 2.0000% 02/15/2022	13,000.000	13,049.30	13,020.28
US Treasury Note 1.7500% 09/30/2022	29,000.000	28,706.72	28,450.74
US Treasury Note 2.0000% 02/15/2023	8,000.000	8,233.05	7,934.08
US Treasury Note 1.5000% 08/15/2026	21,000.000	20,597.31	19,314.33
		<u>309,762.36</u>	<u>308,349.15</u>

	Shares	Cost	FMV
Amdocs Ltd GBP	73.000	2,749.45	4,252.25
Balfour Beatty PLC GBP	793.000	2,310.36	2,634.34
Banco Popular Espanol S A Eur	2,729.000	2,862.99	2,641.67
Briggs & Stratton Corp	488.000	9,492.04	10,862.88
C&C Group PLC Eur	847.000	3,441.70	3,438.82
Cemex SAB DE	542.000	2,969.75	4,352.26
Chesapeake Energy Corp	298.000	2,241.60	2,091.96
CIA Paranaense Energi	634.000	4,359.98	3,716.50
Citizens Financial Group Inc	120.000	2,998.31	4,275.60
Companhia Brasileira De Distribuicao	414.000	5,617.16	6,851.70
Debenhams PLC Spon ADR	427.000	2,388.93	1,199.87
Debenhams PLC GBP	3,545.000	4,149.37	2,509.86
Dorel Industries CL B CAD	257.000	7,879.35	7,439.37
Draegerwerk AG & CO	25.000	11,670.74	11,338.55
Draegerwerk AG EUR	30.000	1,572.75	2,062.47
EL Financial Corp Ltd CAD	12.000	5,372.95	6,623.52
Embraer S A Spon ADR	480.000	11,907.37	9,240.00
Erste Group Bank AG Spon ADR	345.000	4,490.16	5,042.17
Fifth Third Bankcorp	206.000	3,769.20	5,555.82
First Pac Co Ltd Spons ADR	1,122.000	4,983.11	3,882.12
FTI Consulting Inc.	93.000	3,110.28	4,192.44
Fuji Television Network Inc.	300.000	3,374.13	4,207.80
G4S PLC GBP	934.000	3,185.97	2,711.40
Hachijuni Bak Ltd ADR	105.000	5,019.23	6,065.53
Kyushu Finl Group Inc	600.000	3,907.77	4,078.80
Leucadia National Corp	206.000	4,196.76	4,789.50
Magyar Telekom	365.000	3,292.99	3,103.59
Marks & Spencer Group PLC	1,914.000	9,155.50	8,276.13
MDC Holdings Inc	258.000	6,337.67	6,620.28
Merlin PPTS Socimi SA REIT	319.000	3,900.79	3,475.50
Mitie Group GBP	2,437.000	6,131.25	6,755.36
Mitsubishi Tanabe Pharma Corp	400.000	5,614.06	7,863.60
Morrison WM Supermarkets PLC	5,620.000	18,487.19	16,017.00
Norbord Inc New CAD	270.000	5,162.99	6,817.50
Pargesa Hldg SA AG	64.000	4,297.01	4,174.91
Premier Foods PLC GPB	6,371.000	4,809.90	3,676.06
Rent-A-Center Inc	290.000	5,425.01	3,262.50
SA D Ieteren EUR	88.000	3,375.75	3,897.87
Sainsbury j PLC GBP	2,528.000	9,795.44	7,786.24
Sega Sammy Holdings Inc	400.000	4,038.00	5,963.60
St Joe Co	276.000	5,028.76	5,244.00
Suntrust Banks Inc	34.000	1,089.02	1,864.90
Tim Participacoes SA	339.000	3,370.87	4,000.20
TSI Holdings Co Ltd JPY	500.000	2,415.80	3,005.00

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Willis Group Holdings PLC	54.000	5,497.16	6,603.12
Advanced Semiconductor Engineering Inc	920.000	5,521.14	4,636.80
AIA Group Ltd Spon ADR	408.000	8,894.23	9,167.76
Alibaba Group Hldg Ltd Spon ADR	96.000	7,819.17	8,429.76
ASML Hldg Nv GDR	113.000	10,908.50	12,678.60
Bayer AG Spon ADR	64.000	7,721.44	6,673.92
Cameco Corp Canada	482.000	8,195.80	5,046.54
Canadian Pac Railway Ltd CAD	64.000	10,604.97	9,137.28
Carnival PLC ADR	225.000	10,614.90	11,517.75
Contl Ag-Spons ADR	164.000	7,029.10	6,314.00
Credit Suisse Group Spon ADR	489.000	11,901.08	6,997.59
DBS Group Hldgs Ltd Spon ADR	121.000	6,912.90	5,777.14
Dr Reddys Labs Ltd ADR	82.000	4,147.30	3,712.96
Fresenius SE & CO Spon ADR	360.000	5,303.39	7,012.80
Grifols SA Cl B Spon ADR	283.000	4,505.40	4,547.81
Grupo Financiero Banorte Spon ADR	289.000	8,055.51	7,184.54
HDFC Bank Ltd ADR	133.000	6,683.40	8,070.44
KAO Corp	122.000	6,272.78	5,780.36
London Stk Exchange Un-sponsored ADR	397.000	3,420.09	3,471.36
LVMH Moet Hennessy Louis New ADR	148.000	5,095.61	5,623.26
Manulife Financial Corp CAD	593.000	10,033.72	10,567.26
Nestle SA Spons ADR	73.000	5,266.29	5,237.02
Nidec Corp ADR	539.000	9,113.97	11,550.77
Novo Norodisk ADR	101.000	4,319.53	3,621.86
NXP Semiconductors NV Com EUR	110.000	8,930.60	10,781.10
Pandora A/S ADR	125.000	3,636.50	4,067.50
Pernod Ricard SA ADR	268.000	6,496.08	5,782.10
Ping An Insurance Group Co	903.000	8,364.27	8,993.88
Prudential PLC ADR	216.000	8,620.68	8,594.64
PT BK Mandiri Persero Tbk ADR	604.000	4,772.28	5,109.84
Roche Hldg Ltd Spons ADR	134.000	4,561.44	3,823.02
Royal Dutch Shell PLC ADS	124.000	6,105.45	7,188.28
Safran SA ADR	313.000	5,410.24	5,624.61
Seven & I Hldgs Co Ltd ADR	286.000	6,029.43	5,422.56
Shire PLC Spon ADR	41.000	7,313.06	6,985.58
Siemens AG Spon ADR	103.000	10,557.67	12,609.26
Softbank Corp ADR	389.000	11,299.59	12,848.67
Southern Copper Corp	236.000	7,001.03	7,537.84
Techtronic Inds Spon ADR	256.000	5,081.70	4,600.32
Telenor ASA ADR	321.000	6,798.43	4,787.71
Tencent Hldgs Ltd ADR	395.000	6,868.53	9,566.90
Toray Ind ADR	461.000	7,876.91	7,422.10
Toyota Motor Corp New Japan	50.000	6,352.04	5,860.00
Abbott Labs	21.000	457.59	806.61
Abbvie Inc	36.000	905.09	2,254.32
Abercrombie & Fitch Co CL A	1.000	39.29	12.00

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Abiomed Inc	1.000	104.09	112.68
Acadia Healthcare Co Inc	3.000	135.90	99.30
Acadia Pharmaceuticals Inc	2.000	53.71	57.68
Accenture PLC Ireland CL A	9.000	462.93	1,054.17
Acorda Therapeutics Inc.	2.000	43.94	37.60
Activision Blizzard Inc	14.000	450.59	505.54
Acuity Brands Inc	1.000	210.99	230.86
Adient PLC	2.000	93.17	117.20
Adobe Systems Inc (Delaware)	14.000	623.22	1,441.30
Adtran Inc	3.000	55.80	67.05
Advance Auto Parts Inc	2.000	181.18	338.24
Advanced Micro Devices Inc	23.000	77.66	260.82
Aecom Technology Corp	6.000	110.06	218.16
AES Corp	17.000	202.13	197.54
Aetna Inc	9.000	451.01	1,116.09
Aflac Inc	7.000	379.05	487.20
Agco Corp	2.000	104.96	115.72
Agilent Technologies Inc	11.000	455.04	501.16
AGNC Invst Corp Reit	7.000	241.71	126.91
Air Prod & Chemical Inc	5.000	358.47	719.10
Aircastle LTD	5.000	117.15	104.25
AK Steel Holding Corp	13.000	32.79	132.73
Akorn Inc	1.000	45.16	21.83
Alaska Air Group Inc	2.000	87.57	177.46
Albemarle Corp	3.000	162.89	258.24
Alcoa Corp	4.000	100.38	112.32
Alder Biopharmaceuticals Inc	2.000	49.41	41.60
Alexion Pharmaceuticals Inc	3.000	294.48	367.05
Alkermes PLC	4.000	177.18	222.32
Allegheny Technology Inc	2.000	66.48	31.86
Allegion PLC	3.000	197.64	192.00
Allergan PLC	9.000	2,317.34	1,890.09
Alliance Data Systems Corp	1.000	278.48	228.50
Allied World Assurn CHF	8.000	104.72	429.68
Allscripts Heathcare Solutns	3.000	56.22	30.63
Allstate Corp	8.000	249.34	592.96
Ally Financial Inc	13.000	249.34	247.26
Alnylam Pharmaceuticals Inc	2.000	166.63	74.88
Alphabet Inc CL A	6.000	2,218.07	4,754.70
Alphabet Inc CL C	6.000	2,192.49	4,630.92
Altra Industrial Motion Corp	5.000	62.68	184.50
Amazon.com Inc	8.000	1,952.21	5,998.96
Ambarella Inc	1.000	114.76	54.13
Amdocs LTD GBP	4.000	232.80	233.00
Amedisys Inc	1.000	47.32	42.63
Amer Axle & Mfg Holdings Inc	2.000	37.00	38.60

Amer Electric Power Co	9.000	345.18	566.64
Amer Express Co	11.000	365.29	814.88
Amer States Water Co	4.000	70.30	184.24
Ameren Corp	7.000	186.52	367.22
American Water Works Co Inc	8.000	538.20	578.88
American Int'l Group Inc	28.000	986.87	1,828.68
American Tower Corp REIT	14.000	929.16	1,479.52
American Airls Group Inc	17.000	718.87	793.73
Amerisourcebergen Corp	5.000	102.78	390.95
Ametek Inc	7.000	232.49	340.20
Amgen Inc	17.000	959.85	2,485.57
AMN Healthcare Services Inc	2.000	54.26	76.90
Amphenol Corp New CL A	2.000	107.09	134.40
Amtrust Financial Services Inc	4.000	26.68	109.52
Anadarko Petroleum Corp	13.000	701.75	906.49
Analogic Corp	2.000	125.30	165.90
Annaly Capital Management Inc	38.000	504.45	378.86
Ansys Inc	3.000	246.60	277.47
Anthem Inc	7.000	589.75	1,006.39
AON PLC	7.000	343.33	780.71
Apache Corp	11.000	770.96	698.17
Apollo Commercial Reit	16.000	287.04	265.92
Apple Inc	115.000	5,249.17	13,319.30
Applied Materials Inc	22.000	401.79	709.94
Aramark Holdings Corp	7.000	218.74	250.04
Arch Capital Group LTD (Bermuda)	6.000	333.12	517.74
Archer Daniels Midland Co	14.000	456.75	639.10
Arconic Inc	12.000	246.39	222.48
Ariad Pharmaceuticals Inc	8.000	59.22	99.52
Armada Hoffer PPTYS Inc	13.000	118.95	189.41
Armstrong Flooring Inc	2.000	23.67	39.82
Arris Group Inc	2.000	61.66	60.26
Arrowhead Pharmaceuticals Inc	3.000	43.52	4.65
Artesian Res Corp	6.000	128.82	191.64
Ashford Hospitality Trust	12.000		93.12
Ashford Hospitality Prime Inc	4.000	82.23	54.60
Ashland Global Hldgs Inc	3.000	326.28	327.87
Assured Guaranty LTD	4.000	46.04	151.08
Astec Industries Inc	1.000	43.39	67.46
Anthenahealth Inc	1.000	161.16	105.17
Atlantic Pwr Corp	30.000	74.10	75.00
ATN Intl Inc	7.000	375.91	560.91
Autodesk Inc	6.000	183.78	444.06
Automatic Data Processng Inc	11.000	456.89	1,130.58
Autozone Inc	1.000	365.44	789.79
Avalonbay Communities Inc	3.000	428.07	531.45

Avangrid Inc	3.000	112.31	113.64
Avery Dennison Corp	3.000	188.11	210.66
Avis Budget Group Inc	2.000	58.08	73.36
AVX Corp	12.000	123.72	187.56
Axis Capital Holdings LTD	5.000	285.33	326.35
B&G Foods Inc	4.000	187.52	175.20
Baker Hughes Inc	13.000	617.19	844.61
Balchem Corp	2.000	30.69	167.84
Ball Corp	4.000	264.16	300.28
Bank of New York Mellon Corp	26.000	554.32	1,231.88
Bank of Amer Corp	235.000	2,924.07	5,193.50
Bard C R Inc	2.000	184.00	449.32
Baxter Intl Inc	6.000	229.14	266.04
BB&T Corp	18.000	458.09	846.36
Beazer Homes USA Inc	2.000	41.73	26.60
Becton Dickinson & Co	5.000	373.90	827.75
Bed Bath & Beyond Inc	3.000	145.85	121.92
Bershire Hathaway Inc	40.000	5,602.68	6,519.20
Best Buy Co Inc	6.000	94.98	256.02
Bio Techne Corp	2.000	130.93	205.66
Biogen Inc	5.000	551.53	1,417.90
Biomarin Pharmaceutical Inc	4.000	366.81	331.36
Black Hills Corp	4.000	140.60	245.36
Blackbaud Inc	3.000	72.57	192.00
Blackrock Inc	4.000	1,014.72	1,522.16
Boeing Company	12.000	719.61	1,868.16
Borgwarner Inc	12.000	484.68	473.28
Boston Beer Co Inc	1.000	260.83	169.85
Boston Properties Inc	3.000	324.92	377.34
Boston Scientific Corp	35.000	312.20	757.05
Bristol Myers Squibb Co	39.000	1,132.83	2,279.16
Broadcom LTD	9.000	352.45	1,590.93
Broadbridge Financial Solutions Inc	4.000	214.64	265.20
Brocade Communication Sys Inc	18.000	87.94	224.82
Brookdale Senior Living Inc	5.000	122.76	62.10
Brown & Brown Inc	2.000	61.90	89.72
Brown Forman CRP CL A	10.000	554.46	462.50
Brown Forman CRP CL B	13.000	527.81	583.96
Brunswick Corp	3.000	48.51	163.62
Builders Firstsource Inc	4.000	29.59	43.88
Bunge Limited	4.000	245.32	288.96
C H Robinson Worldwide Inc	4.000	239.76	293.04
CA Inc	4.000	103.56	127.08
Cable One Inc	1.000	430.08	621.73
Cabot Oil & Gas Corp	9.000	297.82	210.24
Calatlantic Group Inc	1.000	39.69	34.01

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Callon Petroleum Co	4.000	62.44	61.48
Camden PPTY TR SBI	4.000	134.44	336.28
Campbell Soup Co	5.000	162.85	302.35
Capital One Fincl Corp	13.000	421.18	1,134.12
Cardinal Health Inc	7.000	288.68	503.79
Cardtronics Inc	3.000	119.43	163.71
Care Capital Properties Inc	2.000	47.03	50.00
Carlisle Cos Inc	3.000	98.88	330.87
Carmax Inc	5.000	51.84	321.95
Carter's Inc	2.000	54.52	172.78
Caseys Gen Stores Inc	3.000	67.23	356.64
Caterpillar Inc	11.000	919.07	1,020.14
CBL & Assoc PPTYS Inc	12.000	150.86	138.00
CBRE Group Inc	6.000	98.20	188.94
CDK Global Inc	3.000	54.44	179.07
CDW Corp	8.000	335.06	416.72
CEB Inc	2.000	37.20	121.20
Celgene Corp	14.000	744.83	1,620.50
Centene Corp	3.000	136.34	169.53
Centerpoint Energy Inc	17.000	347.14	418.88
Cerner Corp	7.000	205.69	331.59
CF Industries Holdings Inc	6.000	118.97	188.88
Channeladvisor Corp	2.000	53.56	28.70
Charles River Laboratories	2.000	117.10	152.38
Cheniere Energy Inc	1.000	16.67	41.43
Chevron Corp	40.000	3,430.54	4,708.00
Chicago Bridge & Iron Co	2.000	164.44	63.50
Chipotle Mexican Grill Inc	1.000	497.00	377.32
Choice Hotels Intl Inc	4.000	176.28	224.20
Chubb Corp	14.000	1,397.93	1,849.68
Church & Dwight Co Inc	10.000	286.10	441.90
Cigna Corp	7.000	890.18	933.73
Cimarex Energy Co	2.000	200.25	271.80
Cinemark Holdings Inc	7.000	165.76	268.52
Cinn Financial Corp	7.000	198.31	530.25
Cisco Systems Inc	115.000	2,052.19	3,475.30
CIT Group Inc	3.000	140.28	128.04
Citigroup Inc	64.000	2,636.46	3,803.52
Citrix Systems Inc	4.000	304.52	357.24
City Office Reit Inc	9.000	113.22	118.53
Clean Harbors Inc	1.000	51.79	55.65
Clearwater Paper Corp	2.000	28.79	131.10
Clorox Co	5.000	641.15	600.10
CME Group Inc	7.000	362.59	807.45
CMS Energy Corp	8.000	316.32	332.96
CNO Finl Group Inc	4.000	63.71	76.60

Cobalt Intl Energy	12.000	98.97	14.64
Coca Cola Co	91.000	3,090.78	3,772.86
Cogent Communications Holdings Inc	14.000	553.70	578.90
Cognizant Tech Solutions	15.000	528.41	840.45
Colgate Palmolive Co	19.000	731.31	1,243.36
Colony Starwood Homes	6.000	182.26	172.86
Communications Sales & Leasing	22.000	548.91	559.02
Community Health Systems Inc	4.000	124.44	22.36
Computer Science	3.000	127.27	178.26
Conagra Brands Inc	15.000	421.89	593.25
Concho Resources Inc	3.000	347.13	397.80
Conocophillips	22.000	1,078.67	1,103.08
Cons Edison Co	7.000	295.08	515.76
Cons Energy Inc	2.000	77.42	36.46
Consolidated Communications Holdings Inc	27.000	393.21	724.95
Constellation Brands Inc	6.000	243.85	919.86
Continental Resources Inc	3.000	131.16	154.62
Cooper Tire & Rubber Co	2.000	45.68	77.70
Copa Holdings SA CL A	1.000	129.79	90.83
Copart Inc	4.000	151.20	221.64
Corecivic Inc	4.000	121.27	97.84
Cornerstone Ondemand Inc	2.000	68.04	84.62
Corning Inc	2.000	46.06	48.54
Corporate Office Pptys	13.000	359.06	405.86
Costar Group Inc	1.000	42.95	188.49
Costco Wholesale Corp	8.000	429.04	1,280.88
Coty Inc	2.000	59.99	36.62
Covanta Hldg Corp	4.000	65.65	62.40
Craft Brew Alliance Inc	7.000	69.49	118.30
Cree Inc	2.000	86.87	52.78
Crown Castle Intl Corp	9.000	383.33	780.93
Crown Holdings Inc	5.000	244.53	262.85
CSRA Inc	7.000	198.48	222.88
CST Brands Inc	3.000	56.35	144.45
CSX Corporation	12.000	205.52	431.16
Cubesmart SBI	5.000	147.63	133.85
Cullen Frost Bankers Inc	4.000	207.82	352.92
Cummins Inc	5.000	444.61	683.35
CVS Health Corp	22.000	1,240.52	1,736.02
Cypress Semiconductor CP	10.000	28.39	114.40
Cyrusone Inc	2.000	103.59	89.46
D R Horton Inc	5.000	124.69	136.65
Dana Inc	2.000	42.99	37.96
Danaher Corp	16.000	648.57	1,245.44
Darden Restaurants Inc	5.000	324.55	363.60
Davita Inc	1.000	68.14	64.20

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Deere And Co	7.000	559.26	721.28
Dell Techonologies Inc	2.000	94.40	109.94
Delphi Automotive PLC	9.000	755.91	606.15
Delta Air Lines Inc	9.000	58.32	442.71
Delta Natural Gas	2.000	49.24	58.66
Denbury Resources Inc	9.000	158.72	33.12
Dentsply Intl Inc	8.000	461.16	461.84
Devon Energy Corp	12.000	569.80	548.04
Devry Education Group Inc	1.000	40.00	31.20
Dexcom Inc	3.000	248.92	179.10
Diamondback Energy Inc	1.000	73.94	101.06
Diamondrock Hospitality Co	25.000	225.25	288.25
Digital Realty Trust Inc	5.000	382.35	491.30
Digitalglobe Inc	3.000	81.03	85.95
Discover Financial Services	11.000	364.20	792.99
Discovery Communications Inc Ser C	9.000	171.71	241.02
Discovery Communications Inc CL A	4.000	78.36	109.64
Dolby Laboratories Inc	2.000	63.24	90.38
Dollar Gen Corp	8.000	493.52	592.56
Dollar Tree Inc	5.000	277.48	385.90
Dominion Resources Inc	19.000	994.78	1,455.21
Domino's Pizza Inc	2.000	219.08	318.48
Domtar Corp	1.000	40.23	39.03
Donnelley Finl Solutions Inc	1.000	19.69	22.98
Donnelley R R & Sons Co	4.000	86.09	65.28
Douglas Dynamics Inc	3.000	52.05	100.95
Dow Chemical	28.000	901.58	1,602.16
Dr Pepper Snapple Group Inc	9.000	593.68	816.03
Drew Industries Inc	2.000	40.08	215.50
Dril-Quip Inc	2.000	182.33	120.10
DTE Energy Co	3.000	246.57	295.53
Du Pont De Nemours	24.000	1,082.52	1,761.60
Duke Energy Corp	18.000	1,048.61	1,397.16
Dunkin Brands Group Inc	6.000	285.36	314.64
DYAX Corp	3.000		
Dycom Industries Inc	1.000	58.05	80.29
E Trade Financial Corp	6.000	171.04	207.90
Eagle Materials Inc	2.000	51.48	197.06
Eaton Corp PLC	13.000	699.32	872.17
Ebay Inc	8.000	91.51	237.52
Ecolab Inc	7.000	472.43	820.54
Edison Intl	7.000	250.32	503.93
Edwards Lifesciences Corp	4.000	316.00	374.80
Electronic Arts	9.000	617.85	708.84
Emcor Group Inc	5.000	218.00	353.80
Emerson Electric Co	15.000	692.86	836.25

Endo Intl PLC	6.000	420.96	98.82
Endurance Specialty Holdings LTD	2.000	137.66	184.80
Energizer Hldgs Inc	3.000	103.59	133.83
Ensco PLC	4.000	64.34	38.88
Entergy Corp	5.000	340.00	367.35
Entravision Communications corp	17.000	118.30	119.00
Envision Healthcare Corp	2.000	212.12	126.58
EOG Resources Inc	15.000	735.44	1,516.50
EQT Corp	3.000	245.33	196.20
Equinix Inc	2.000	594.08	714.82
Equity Comwlth	7.750	142.31	234.36
Equity One Inc	5.000	87.63	153.45
Equity Residential SBI	9.000	478.30	579.24
Eros Intl PLC	2.000	71.84	26.10
Everest RE Group LTD Bermuda	1.000	183.26	216.40
Evertec Inc	2.000	49.11	35.50
EW Scripps Co	8.000	122.58	154.64
Exact Sciences Corp	2.000	55.52	26.72
Exelixis Inc	8.000	52.72	119.28
Exelon Corp	18.000	604.88	638.82
Expedia Inc	4.000	403.61	453.12
Expeditors Intl Wash Inc	4.000	207.25	211.84
Express Scripts Hldg Co	13.000	730.81	894.27
Extra Space Storage Inc	5.000	62.91	386.20
Exxon Mobil Corp	84.000	6,062.58	7,581.84
Facebook Inc	50.000	2,514.81	5,752.50
Fairpoint Communications Inc	33.000	387.28	617.10
Fastenal Co	8.000	318.08	375.84
FCB Financial Holdings Inc CL A	2.000	69.20	95.40
Federal Rlty Inv	2.000	155.98	284.22
Fedex Corp	5.000	437.73	931.00
Felcor Lodging Trust Inc	15.000	69.90	120.15
Ferro Corporation	7.000	39.83	100.31
Fidelity Natl Information Svcs	8.000	490.08	605.12
Fidelity National Financial	7.000	209.86	237.72
Fifth Street Asset Mgmt	6.000	58.42	40.20
Fifth Third Bankcorp	1.000	20.43	26.97
Finish Line Inc	3.000	24.60	56.43
Fireeye Inc	1.000	38.81	11.90
First Midwest Bancorp	17.000	318.27	428.91
First Solar Inc	3.000	134.55	96.27
Firstenergy Corp	12.000	459.16	371.64
Fiserv Inc	7.000	381.43	743.96
Five9 Inc	8.000	56.23	113.52
Fleetcor Technologies Inc	3.000	444.98	424.56
Flowers Foods Inc	6.000	115.60	119.82

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Flour Corp	6.000	347.91	315.12
FMC Technologies Inc	6.000	239.16	213.18
Foot Locker Inc	4.000	145.24	283.56
Ford Motor Co	70.000	981.45	849.10
Forest City Realty Trust Inc	8.000	58.31	166.72
Fortinet Inc	2.000	45.07	60.24
Fortive Corp	8.000	211.20	429.04
Fortune Brands Home & Sec Inc	6.000	81.64	320.76
Fossil Group Inc	2.000	67.29	51.72
Franklin Resources Inc	8.000	309.61	316.64
Freeport-McMoran Inc	35.000	1,233.80	461.65
Frontier Communications Corp	149.000	764.69	503.62
F5 Networks Inc	2.000	182.74	289.44
Gallagher Arthur J & Co	2.000	81.99	103.92
Gamestop Corp	3.000	90.36	75.78
Gaming & Leisure PPTYS Inc	8.000	261.53	244.96
Gannett Co	12.000	96.67	116.52
Gap Inc	8.000	111.90	179.52
Gartner Inc	2.000	162.32	202.14
GCP Aapplied Technologies	2.000	38.74	53.50
Generac Hldgs Inc	3.000	29.11	122.22
General Motors Co	29.000	809.23	1,010.36
General Growth PPTYS Inc	16.000	278.83	399.68
Genesco Inc	2.000	72.70	124.20
Genl Dynamics Corp	7.000	453.46	1,208.62
Genl Electric Co	212.000	4,950.66	6,699.20
Genl Mills Inc	12.000	604.62	741.24
Gentex Corp	12.000	91.40	236.28
Gentherm Inc	1.000	32.45	33.85
Genworth Financial Inc CL A	17.000	236.13	64.77
GEO Group Inc	5.000	137.57	179.65
Gilead Sciences Inc	30.000	741.74	2,148.30
Gladstone Commercial Corp	13.000	211.43	261.30
Global Payments Inc	3.000	141.77	208.23
Globalstar Inc	28.000	120.04	44.24
GNC Holdings Inc	2.000	73.47	22.08
Golar Lng Ltd	2.000	60.92	45.88
Goldman Sachs Group Inc	6.000	562.62	1,436.70
Goodyear Tire & Rubber Co	4.000	106.84	123.48
Gopro Inc	2.000	124.44	17.42
Gorman Rupp Co	2.000	45.65	61.90
Grace (W.R.) & Co	2.000	155.78	135.28
Grainger W W Inc	2.000	260.74	464.50
Gramercy Pty Trust	25.000	193.86	229.50
Graphic Packaging Holding Co	21.000	275.03	262.08
Gray Television Inc	7.000	80.21	75.95

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Green Dot Corp	3.000	35.13	70.65
Greenhill & Co Inc	2.000	144.72	55.40
Groupon Inc	13.000	112.81	43.16
Grubhub Inc	1.000	40.59	37.62
GTT Communication Inc	1.000	13.19	28.75
Guidewire Software Inc	1.000	52.34	49.33
Gulfport Energy Corp	3.000	122.32	64.92
H&R Block Inc	7.000	146.79	160.93
Hain Celestial Group Inc	3.000	120.06	117.09
Halliburton Co	12.000	400.26	649.08
Halyard Health Inc	1.000	21.49	36.98
Hanesbrands Inc	8.000	43.64	172.56
Harley Davidson Inc	6.000	281.16	350.04
Harman Intl Inds Inc	2.000	217.44	222.32
Harris Corp Dela	4.000	167.94	409.88
Hasbro Inc	1.000	77.93	77.79
Hawaiian Telcom Holdco Inc	22.000	589.99	545.16
HCA Holdings Inc	7.000	399.55	518.14
HCP Inc	5.000	225.72	148.60
HD Supply Hldgs Inc	9.000	283.84	382.59
Headwaters Inc	3.000	62.01	70.56
Healthsouth Corp	5.000	97.65	206.20
Helmerich & Payne Inc	3.000	235.01	232.20
Hemisphere Media Group Inc	14.000	160.80	156.80
Herbalife Ltd	1.000	57.57	48.14
Herc Holdings Inc	1.000	62.29	40.16
Hershey Co	1.000	72.14	103.43
Hewlett Packard Co	37.000	326.89	856.18
Hexcel Corp	5.000	48.40	257.20
HFF Inc	2.000	66.58	60.50
Hilton Worldwide Holdings Inc	5.000	110.50	136.00
HMS Holdings Corp	22.000	472.12	399.52
Hollyfrontier Corp	4.000	186.26	131.04
Hologic Inc	8.000	146.21	320.96
Home Depot	27.000	1,141.10	3,620.16
Honeywell Intl Inc	21.000	1,255.86	2,432.85
Hormel Foods Corp	6.000	74.53	208.86
Hospitality Properties Trust	10.000	288.00	317.40
Host Hotels & Resorts Inc	17.000	201.24	320.28
Howard Huges Corp	1.000	85.81	114.10
HP Inc	15.000	199.62	222.60
HRG Group Inc	5.000	63.08	77.80
Hubbell Inc	3.000	299.66	350.10
Humana Inc	3.000	227.49	612.09
Hunt J B Trans Svcs Inc	2.000	104.14	194.14
Huntsman Corp	6.000	64.02	114.48

IAC Interactive Corp	2.000	132.81	129.58
Idexx Labs	3.000	106.29	351.81
IDT Corp	30.000	255.15	556.20
ILG Inc	2.000	14.92	36.34
Illinois Tool Works Inc	8.000	437.44	979.68
Illumina Inc	4.000	305.19	512.16
Imax Corp CAD	2.000	74.78	62.80
Incyte Corp	4.000	387.31	401.08
Ingersoll-Rand PLC	7.000	224.02	525.28
Ingredion Inc	3.000	102.75	374.88
Intel Corp	110.000	2,774.73	3,989.70
Inteliquent Inc	27.000	420.29	618.84
Intelsat SA	27.000	316.18	72.09
Intercontinentalexchange Group	15.000	485.13	846.30
International Game Technology PLC	3.000	56.73	76.56
Interpublic Group Of Cos Inc	13.000	71.26	304.33
Intersil Corp CL A	7.000	91.69	156.10
Intl Business Mach	19.000	2,197.88	3,153.81
Intuit	3.000	253.36	343.83
Intuitive Surgical Inc	1.000	547.33	634.17
Invesco Ltd	11.000	200.97	333.74
Investors Bancorp Inc	22.000	130.36	306.90
Investors Real Estate Trust	12.000	83.65	85.56
Ionis Pharmaceuticals Inc	3.000	162.47	143.49
Iridium Communications Inc	75.000	615.87	720.00
Iron Mtn Inc	8.000	191.37	259.84
Ironwood Pharmaceuticals Inc	4.000	51.15	61.16
Istar Financial Inc	8.000	90.88	98.96
Jabil Circuit Inc	3.000	52.47	71.01
Jack In the Box Inc	2.000	43.59	223.28
Janus Capital Group Inc	7.000	52.15	92.89
Jetblue Airways Corp	3.000	71.46	67.26
Johnson Controls Inc	29.000	1,055.59	1,194.51
Johnson & Johnson	63.000	4,697.45	7,258.23
Joy Global Inc	3.000	166.74	84.00
JPMorgan Chase	83.000	3,581.60	7,162.07
Juniper Networks Inc	2.000	72.70	56.52
J2 Global Inc	2.000	160.00	163.60
Kansas City Sthn	4.000	250.36	339.40
KAR Auction Svcs Inc	2.000	73.55	85.24
KB Home	3.000	52.10	47.43
KBR Inc	7.000	168.35	116.83
Kellogg	8.000	391.10	589.68
Keycorp	35.000	257.05	639.45
Keysight Technologies Inc	3.000	86.97	109.71
Kimberly Clark Corp	10.000	668.95	1,141.20

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Kinder Morgan Inc	46.000	1,393.76	952.66
Kirby Corporation	2.000	92.56	133.00
Kite Pharma Inc	2.000	95.76	89.68
KLA-Tencor Corp	6.000	426.05	472.08
Kohls Corp	4.000	181.04	197.52
Korn Ferry Int'l Cal	1.000	28.26	29.43
Kraft Heinz Co	15.000	608.03	1,309.80
Kroger Company	31.000	899.38	1,069.81
L Brands Inc	8.000	501.85	526.72
L-3 Communications Holdings Corp	1.000	118.31	152.11
Laboratory Corp Amer Hldgs	2.000	249.50	256.76
Ladder Capital Corp CL A	10.000	122.60	137.20
LAM Research Corp	5.000	131.50	528.65
Lamar Advertising Co	2.000	119.96	134.48
Lamb Weston Hldgs Inc	5.000	124.35	189.25
Las Vegas Sands Corp	8.000	56.56	427.28
Lear Corp	1.000	80.73	132.37
Leidos Hldgs Inc	30.000	306.13	1,534.20
Lennar Corp	3.000	142.86	128.79
Leucadia National Corp	8.000	153.38	186.00
Level 3 Communications Inc	17.000	532.41	958.12
Liberty Interactive Corp QVC	3.000	81.45	59.94
Liberty Expedia Holdings Inc	1.000	20.87	39.67
Liberty Interactive Corp Com	2.000	36.14	73.74
Liberty TripAdvisor Hldgs	2.000	15.14	30.10
Life Storage Inc	3.000	113.09	255.78
Ligand Pharmaceuticals Inc	1.000	109.25	101.61
Lilly Eli & Co	24.000	1,092.92	1,765.20
Lincoln Natl Corp	9.000	456.11	596.43
Lincoln Elec Holdings	2.000	66.48	153.34
Lions Gate Entertainment Corp CL B	5.000	142.21	122.70
Lions Gate Entertainment Corp CL A	1.000	55.72	26.90
Liquidity Services Inc	4.000	164.00	39.00
Live Nation Entertainment Inc	5.000	131.90	133.00
Live Oak Bancshares Inc	16.000	242.56	296.00
LKQ Corp	10.000	170.90	306.50
Lockheed Martin Corp	1.000	236.62	249.94
Loews Corp	8.000	318.72	374.64
Loral Space & Communications	6.000	460.86	246.30
Louisiana Pacific Corp	4.000	66.72	75.72
Lowe's Companies	18.000	417.27	1,280.16
LSC Communications Inc	1.000	24.52	29.68
LTC Properties Inc	5.000	124.56	234.90
Lulumemon Athletica Inc	2.000	118.45	129.98
Lumos Networks Corp	4.000	37.32	62.48
Lyondellbasell Industries	10.000	495.16	857.80
M&T Bank Corp	4.000	330.16	625.72

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Macquarie Infrastructure Corp	4.000	305.69	326.80
Macrogenics Inc	1.000	37.72	20.44
Macy's Inc	6.000	241.44	214.86
Madison Square Garden Co CL A	1.000	147.49	171.51
Mallinckrodt Pub Ltd	2.000	133.95	99.64
Manhattan Assoc Inc	2.000	148.20	106.06
Manitowoc Foodservice Inc	2.000	48.44	38.66
Manpowergroup Inc	3.000	248.22	266.61
Marathon Petroleum Co	5.000	192.79	251.75
Marcus Corp	5.000	65.45	157.50
Marriott Vacations Worldwide	2.000	29.58	169.70
Marsh & McLennan Cos	15.000	574.90	1,013.85
Martin Marietta Materials Inc	2.000	317.96	443.06
Marvell Technology Group Ltd	17.000	180.88	235.79
Masco Corp	12.000	340.74	379.44
Masonite Intl Corp	1.000	69.41	65.80
Mastercard Inc	16.000	375.65	1,652.00
Mattel Inc	10.000	246.25	275.50
Matthews Intl Corp	1.000	43.58	76.85
McCormick & Co	4.000	135.35	373.32
McDonalds Corp	21.000	1,504.36	2,556.12
McKesson Corp	3.000	273.51	421.35
MDC Holdings Inc	6.000	186.05	153.96
MDU Resources Group Inc	11.000	284.79	316.47
Mead Johnson Nutrition Co	5.000	277.43	353.80
Media Gen Inc	4.000	67.63	75.32
Medidata Solutions Inc	1.000	64.05	49.67
Medley Mgmt Inc CL A	10.000	93.68	99.00
Mednax Inc	1.000	84.50	66.66
Medtronic PLC	35.000	2,707.66	2,493.05
Merck & Co	51.000	1,677.56	3,002.37
Meredith Corp	6.000	308.13	354.90
Meritor Inc	4.000	46.84	49.68
Metlife Inc	21.000	882.24	1,131.69
Mettler-Toledo Intl	1.000	339.76	418.56
MGP Ingredients Inc	2.000	36.52	99.96
Michael Kors Hldgs Ltd	4.000	332.13	171.92
Microchip Technologies Inc	5.000	237.05	320.75
Micron Technologies Inc	28.000	232.68	613.76
Microsoft Corp	158.000	5,105.77	9,818.12
Mid Amer Apartment Communities	4.000	292.08	391.68
Middleby Corp	2.000	41.66	257.62
Middlesex Water Co	3.000	118.56	128.82
Mohawk Industries Inc	1.000	207.71	199.68
Molson Coors Brewing Co	7.000	379.77	681.17
Momenta Pharmaceuticals Inc	3.000	66.03	45.15

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Mondelez Intl Inc	32.000	622.19	1,418.56
Moneygram Intl Inc	5.000	112.80	59.05
Monsato Co New	6.000	441.70	631.26
Monster Beverage Corp	18.000	479.31	798.12
Moodys Corp	2.000	199.70	188.54
Morgan Stanley	38.000	617.32	1,605.50
Morningstar Inc	3.000	146.34	220.68
Mosaic Co	9.000	593.59	263.97
Motorcar Parts of Amer	3.000	71.83	80.76
Motorola Solutions Inc	5.000	97.41	414.45
MSCI Inc	3.000	198.48	236.34
Murphy Oil Corp	5.000	219.47	155.65
Murphy USA Inc	1.000	28.64	61.47
Mylan N V EUR	9.000	512.13	343.35
Myriad Genetics Inc	2.000	38.97	33.34
National Gen Hldgs Corp	5.000	94.65	124.95
National Comm Corp	5.000	120.65	185.75
National Cinemedia Inc	4.000	61.44	58.92
Natl Beverage Corp	4.000	147.78	204.32
Natl-Oilwellvarco Inc	10.000	432.73	374.40
Navient Corp	13.000	110.63	213.59
NCR Corp	2.000	64.73	81.12
Netflix Inc	8.000	160.20	990.40
Neurocrine Biosciences Inc	1.000	41.50	38.70
New Residential Invst Corp	2.000	26.19	31.44
New Senior Invst Reit	8.000	82.93	78.32
New York Cmnty Bancorp	18.000	222.84	286.38
New York Mortgage Trust Inc	18.000	134.92	118.80
Newell Brands Inc	5.000	221.18	223.25
Newfield Exploration Cos	7.000	406.23	283.50
Newmont Mining Corp	14.000	339.05	476.98
Nexstar Broadcasting Group Inc	4.000	236.13	253.20
Nextera Energy Inc	13.000	929.79	1,552.98
Nielsen Holdings B V Eur	9.000	370.53	377.55
NII Holdings Inc	79.000	237.37	169.85
Nike Inc	34.000	1,084.48	1,728.22
Noble Corp PLC	5.000	57.28	29.60
Noble Energy Inc	9.000	329.03	342.54
Nordson Corp	2.000	92.36	224.10
Nordstrom Inc	5.000	258.40	239.65
Norfolk Sthn Corp	8.000	662.76	864.56
Northrop Grumman Corp	5.000	454.74	1,162.90
Northstar Rlty Fin Corp	3.000	35.06	45.45
Northwest Nat Gas Co	1.000	43.69	59.80
Norwegian Cruise Line Hldgs	4.000	235.46	170.12
Now Inc	3.000	51.86	61.41
NTHN Trust Corp	7.000	363.82	623.35

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Nu Skin Enterprises Inc	1.000	50.86	47.78
Nuance Communications Inc	7.000	123.07	104.30
Nucor Corp	4.000	213.15	238.08
Nvidia Corp	11.000	240.09	1,174.14
O'Reilly Automotive Inc	1.000	157.07	278.41
Occidental Petroleum	21.000	1,370.17	1,495.83
Oceaneering Intl Inc	4.000	279.03	112.84
Office Depot Inc	12.000	69.35	54.24
Old Dominion Freight	2.000	32.23	171.58
Omnicom Group Inc	7.000	332.36	595.77
On Semiconductor Corp	14.000	135.80	178.64
One Gas Inc	2.000	42.82	127.92
Oneok Inc	6.000	221.25	344.46
Opko Health Inc	7.000	87.49	65.10
Oracle Corp	66.000	1,508.20	2,537.70
Orbcomm Inc	48.000	484.80	396.96
Orbital ATK Inc	2.000	43.23	175.46
Oshkosh Corp	1.000	55.97	64.61
Outfront Media Inc	2.000	50.91	49.74
Owens Illinois Inc	8.000	172.59	139.28
Paccar Inc	9.000	437.31	575.10
Pacira Pharmaceuticals Inc	1.000	103.46	32.30
Packaging Corp of America	5.000	140.45	424.10
Palo Alto Networks Inc	2.000	378.40	250.10
Pandora Media Inc	10.000	87.50	130.40
Panera Bread Comp	1.000	141.85	205.09
Park Electrochemical Crp	6.000	111.79	111.90
Parker Hannifin Corp	4.000	290.00	560.00
Parsley Energy Inc CL A	3.000	79.19	105.72
Patrick Indust Inc	1.000	29.60	76.30
Pattern Energy Group Inc	3.000	74.95	56.97
Paychex Inc	11.000	546.29	669.68
PayPal Holdings Inc	31.000	685.78	1,223.57
PBF Energy Inc CL A	3.000	105.36	83.64
Pdvwireless Inc	5.000	109.70	112.75
Penn Real Est Inv	7.000	72.73	132.72
Pennymac Mtg Invt	7.000	147.91	114.59
Pentair PLC	5.000	161.56	280.35
Pepsico Inc	36.000	2,781.60	3,766.68
Perkinelmer Inc	5.000	111.00	260.75
Perrigo Co	3.000	466.02	249.69
Pfizer Inc	133.000	2,961.41	4,319.84
PG&E Corp	5.000	261.21	303.85
Phillips 66	9.000	282.93	777.69
Physicians Realty Trust SBI	24.000	517.44	455.04
Pier 1 Imports Inc	4.000	25.99	34.16

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Pinnacle Financial Partners Inc	4.000	55.84	277.20
Pioneer Nat Res Co	4.000	503.00	720.28
Ply Gem Holdings Inc	5.000	59.25	81.25
PNC Financial Services Group	14.000	720.30	1,637.44
Polaris Industries Inc	2.000	123.40	164.78
Popular Inc	2.000	61.50	87.64
Post Hldgs Inc	1.000	60.76	80.39
Potlatch Corp	2.000	63.51	83.30
PPG Industries Inc	7.000	314.67	663.32
PPL Corp	14.000	364.58	476.70
PRA Group Inc	2.000	43.86	78.20
Praxair Inc	9.000	915.61	1,054.71
Premier Inc CL A	5.000	186.50	151.80
Priceline Group Inc	1.000	123.03	1,466.06
Principal Financial Group Inc	14.000	688.35	810.04
Procter & Gamble Co	62.000	4,050.93	5,212.96
Progressive Corp	15.000	307.80	532.50
Prologis Inc	17.000	719.69	897.43
Prothena Corp PLC	1.000	68.21	49.19
Prudential Financial Inc	10.000	498.22	1,040.60
PTC Inc	5.000	90.50	231.35
Public Storage	4.000	591.63	894.00
Public Service Enterprse	10.000	310.57	438.80
Pulte Group Inc	6.000	115.11	110.28
PVH Corp	1.000	74.39	90.24
Qorvo Inc	3.000	132.63	158.19
Qualcomm Inc	24.000	1,209.79	1,564.80
Quality Care Pptys Inc	1.000	30.85	15.50
Quintiles Transnational Hldgs Inc	1.000	69.65	76.05
Radio One Inc	38.000	111.34	110.20
Ralph Lauren Corp	1.000	143.51	90.32
Range Resources Corp	4.000	275.80	137.44
Raymond James Financial Corp	4.000	126.56	277.08
Raytheon Co	7.000	392.07	994.00
RBC Bearings Inc	2.000	63.14	185.62
Reading Intl Inc	5.000	58.23	83.00
Realty Income Corp	6.000	308.76	344.88
Red Hat Inc	5.000	255.80	348.50
Regal Entertainment Group	12.000	267.50	247.20
Regeneron Pharmaceuticals Inc	2.000	650.70	734.18
Regions Financial Corp	49.000	473.66	703.64
Renaissancere Holdings LTD	3.000	173.82	408.66
Republic Services Inc	8.000	355.76	456.40
Resmed Inc	3.000	160.67	186.15
Retail Opportunity Invts Corp	3.000	48.06	63.36
Revlon Inc	2.000	60.18	58.30

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Ringcentral Inc	31.000	447.14	638.60
Rite Aid Corp	16.000	27.48	131.84
RLI Corp	3.000	73.54	189.39
Robert Half Intl Inc	6.000	275.48	292.68
Rockwell Collins Inc	3.000	230.01	278.28
Rockwell Automation Inc	3.000	349.03	403.20
Roper Technologies Inc	1.000	189.94	183.08
Ross Stores Inc	13.000	685.54	852.80
Rowan Companies PLC	4.000	65.68	75.56
Royal Caribbean Cruises LTD	4.000	97.68	328.16
Royal Gold Inc	1.000	64.28	63.35
RPC Inc	6.000	77.70	118.86
RPM Intl Inc	6.000	305.82	322.98
S&G Global Inc	6.000	267.82	645.24
Sabra Health Care Reit	6.000	93.49	146.52
Safeway PDC, LLC CVR	10.000	0.49	
Safeway PDC, LLC CVR	10.000	10.15	
Saga Communications Inc	2.000	99.48	100.60
Salesforce.com Inc	12.000	313.88	821.52
Sally Beauty Co Inc	6.000	161.82	158.52
Sangamo Biosciences Inc	2.000	45.60	6.10
SBA Communications Corp	3.000	122.88	309.78
Schein Henry Inc	3.000	472.17	455.13
Schlumberger Ltd Netherlands	28.000	2,114.68	2,350.60
Schwab Charles Corp	30.000	471.15	1,184.10
Scientific Games Corp CL A	4.000	64.12	56.00
Scripps Networks Interact Inc	9.000	531.72	642.33
Sealed Air Corp	5.000	180.48	226.70
Seattle Genetics Inc	3.000	134.78	158.31
Semgroup corp	2.000	45.25	83.50
Sempra Energy	5.000	416.24	503.20
Service Corp Intl	2.000	58.12	56.80
Servicemaster Global Hldgs Inc	2.000	67.18	75.34
Servicenow Inc	4.000	252.13	297.36
Shenandoah Telecommunctn Co	14.000	104.23	382.20
Sherwin Williams Co	2.000	169.20	537.48
Ship Fin Intl LTD	7.000	105.42	103.95
Signet Jewelers LTD	2.000	126.86	188.52
Simon Pty Group Inc	9.000	1,091.03	1,599.03
Sinclair Broadcast Group Inc	9.000	240.78	300.15
Six Flags Entertainment Corp	3.000	79.83	179.88
Sketchers USA Inc	3.000	153.81	73.74
Skyworks Solutions Inc	6.000	399.62	447.96
SL Green Realty Corp	2.000	209.48	215.10
SLM Corp	13.000	61.96	143.26
Smart & Final Stores Inc	11.000	191.21	155.10

Corporate Stocks Statement

Form 990-PF, Part II, Line 10b

Investments - Corporate Stocks

Smucker J M Co	3.000	303.75	384.18
Sonic Corp	3.000	31.52	79.53
Southern Co	27.000	1,103.58	1,328.13
Southern Copper Corp	3.000	44.02	95.82
Southwest Airlines Co	18.000	484.37	897.12
Southwestern Energy Co	9.000	307.79	97.38
Southwest Bancorp Inc	7.000	63.00	203.00
SP Plus Corp	4.000	88.77	112.60
Spark Energy Inc CL A	2.000	30.09	60.60
Spectra Energy Corp	21.000	410.64	862.89
Spire Inc	3.000	178.50	193.65
Spirit Airlines Inc	1.000	72.31	57.86
Spirit Rlty Cap Inc	18.000	219.58	195.48
Splunk Inc	4.000	280.72	204.60
Spok Hldgs Inc	31.000	460.88	643.25
Sprint Corp	101.000	290.33	850.42
Sprouts Farmers Markets Inc	8.000	251.39	151.36
SS&C Technologies Hldgs Inc	4.000	143.50	114.40
St Jude Medical Inc	5.000	307.95	400.95
Stanley Black & Decker Inc	1.000	72.64	114.69
Staples Inc	10.000	141.36	90.50
Starbucks Corp	31.000	853.17	1,721.12
Starwood Ppty Tr Inc	12.000	285.32	263.40
State Street Corp	9.000	335.61	669.48
Steel Dynamics Inc	7.000	169.05	249.06
Stericycle Inc	3.000	349.40	231.12
Strayer Education Inc	1.000	45.97	80.63
Stryker Corp	8.000	477.74	958.48
Sunstone Hotel Investors Inc	8.000	97.09	122.00
Symantec Corp	17.000	244.47	406.13
Synchrony Finl	16.000	487.76	580.32
Synopsys Inc	6.000	293.04	353.16
Synovus Finl Corp	9.000	167.58	369.72
Sysco Corp	8.000	233.28	442.96
Tableau Software Inc CL A	1.000	101.17	42.15
Tahoe Res Inc	8.000	129.47	75.36
Tanger Factory Outlet	8.000	152.78	286.24
Targa Resources Investments	5.000	307.46	280.35
Target Corp	12.000	623.22	866.76
TD Ameritrade Holding Corp	12.000	418.55	523.20
Teleflex Inc	1.000	47.23	161.15
Telephone & Data Sys Inc	23.000	546.75	664.01
Tempur Sealy Intl Inc	2.000	139.14	136.56
Tender Leap Wireless Intl Inc	14.000		
Tenet Healthcare Corp	3.000	55.89	44.52
Tennant Co	1.000	64.24	71.20

Tenneco Inc	1.000	60.33	62.47
Teradyne Inc	9.000	95.67	228.60
Terex Corp	3.000	124.17	94.59
Tesco Corp CAD	8.000	58.80	66.00
Tesla Mtrs Inc	2.000	345.67	427.38
Tesoro Corp	3.000	72.93	262.35
Texas Instruments	24.000	710.52	1,751.28
Texas Roadhouse Inc	5.000	48.55	241.20
Textainer Group Holdings LTD	2.000	54.34	14.90
Textron Inc	9.000	385.11	437.04
Theravance Inc	3.000	67.53	95.64
Thermo Fisher Scientific Inc	8.000	369.12	1,128.80
Thomson Reuters Corp Canada	12.000	470.17	525.36
Tidewater Inc	2.000	95.62	6.82
Tiffany & Co	3.000	141.12	232.29
Time Inc	5.000	54.59	89.25
Time Warner Inc	24.000	902.60	2,316.72
Tivo Inc	7.000	133.96	146.30
TJX Cos Inc	15.000	857.40	1,126.95
Tootsie Roll Indust	2.000	45.84	79.50
Topbuild Corp	1.000	8.53	35.60
Toro Co	6.000	91.26	335.70
Total System Services Inc	3.000	145.62	147.09
Townsquare Media Inc	11.000	168.76	114.51
Tractor Supply Company	3.000	228.73	227.43
Travelers Cos	9.000	674.24	1,101.78
Trex Co Inc	2.000	65.08	128.80
Tribune Media Co CL A	3.000	99.93	104.94
Trimble Inc Com	7.000	181.63	211.05
Trinity Industries Inc	2.000	55.94	55.52
Tripadvisor Inc	3.000	288.93	139.11
Triton Intl LTD	3.000	97.89	47.40
Tronc Inc	6.000	54.42	83.22
Trueblue Inc	2.000	54.36	49.30
TTM Technologies Inc	2.000	23.52	27.26
Tupperware Brands Corp	3.000	162.63	157.86
Twitter Inc	16.000	556.67	260.80
Tyler Technologies Inc	1.000	136.16	142.77
Tyson Foods Inc	8.000	366.26	493.44
US Cellular Corp	14.000	525.58	612.08
U S Silica Hldgs Inc	10.000	470.80	566.80
Ubiquiti Networks Inc	2.000	20.50	115.60
UGI Corp	5.000	205.45	230.40
Ultimate Software Group Inc	1.000	194.15	182.35
Ultragenyx Pharmaceutical Inc	1.000	116.26	70.31
Umpqua Holdings Corp	22.000	357.72	413.16

Under Armour Inc CL A	3.000	37.86	87.15
Under Armour Inc CL C	3.000	36.63	75.51
Union Pacific Corp	22.000	927.02	2,280.96
United Contl Hldgs Inc	6.000	350.28	437.28
United Parcel Service Inc	14.000	991.48	1,604.96
United Therapeutics Corp	1.000	95.27	143.43
Unitedhealth Group Inc	21.000	761.31	3,360.84
Universal Insurance Holdings Inc	2.000	56.46	56.80
Universal Health Svcs Inc CL B	3.000	363.66	319.14
Univest Corp	5.000	105.10	154.50
Untd Rentals Inc	2.000	180.50	211.16
Untd Technologies Corp	18.000	1,362.86	1,973.16
UNUM Group	1.000	25.96	43.93
Urban Edge Properties	2.000	31.75	55.02
US Bancorp Del	24.000	639.05	1,232.88
US Ecology Inc	1.000	37.94	49.15
USG Corp	5.000	76.95	144.40
Valero Energy Corp	5.000	92.53	341.60
Validus Holdings LTD	7.000	173.88	385.07
Valley Natl Bancorp	19.000	201.21	221.16
Valmont Industries Inc	2.000	176.44	281.80
Valspar Corp	4.000	323.56	414.44
Vantiv Inc CL A	2.000	94.99	119.24
Veeva Systems Inc CL A	3.000	120.93	122.10
Ventas Inc	9.000	355.59	562.68
Vereit Inc	61.000	645.98	516.06
Verifone Systems Inc	5.000	154.25	88.65
Verisk Analytics Inc	5.000	248.73	405.85
Versum Matls Inc	2.000	26.90	56.14
Vertex Pharmaceutical Inc	1.000	35.88	73.67
VF Corp	3.000	102.64	160.05
Viacom Inc	9.000	432.03	315.90
Village Super Market Inc	7.000	198.03	216.30
Visa Inc	44.000	2,007.45	3,432.88
Vista Outdoor Inc	4.000	55.73	147.60
Visteon Corp	1.000	83.07	80.34
VMWare Inc	1.000	103.84	78.73
Vonage Holdings Corp	120.000	555.73	822.00
Vulcan Materials Co	4.000	161.40	500.60
Wabash Natl Corp	4.000	37.47	63.28
Wabtec Inc	3.000	120.63	249.06
Wal Mart Stores Inc	35.000	1,895.27	2,419.20
Walgreens Boots Alliance Inc	17.000	506.18	1,406.92
Walt Disney Co	45.000	2,889.36	4,689.90
Washington Prime Group Inc	3.000	34.23	31.23
Waste Mgmt Inc	11.000	432.68	780.01

Waters Corp	3.000	347.37	403.17
Weatherford Intl PLC	26.000	260.43	129.74
WebMD Health Corp	1.000	21.90	49.57
Weis Markets Inc	4.000	176.44	267.36
Wellcare Health Plans Inc	1.000	64.02	137.08
Wells Fargo & Co	117.000	4,275.44	6,447.87
Welltower Inc	9.000	501.08	602.37
West Pharmaceutical Services	4.000	87.16	339.32
Western Union Co	14.000	240.15	304.08
Western Refng Inc	2.000	81.72	75.70
Weyerhaeuser Con	12.000	255.92	361.08
Whirlpool Corp	2.000	113.76	363.54
Whitewave Foods Co CL A	4.000	168.18	222.40
Whiting Petroleum Corp	7.000	68.25	84.14
Whole Foods Market Inc	12.000	233.58	369.12
Wiley John & Sons Inc	3.000	145.61	163.50
Williams Cos Inc	18.000	538.47	560.52
Windstream Hldgs Inc	7.000	88.90	51.31
Winnebago Industries Inc	2.000	57.29	63.30
Wisdomtree Investments Inc	2.000	41.90	22.28
Workday Inc	1.000	77.73	66.09
World Fuel Services Corp	3.000	42.77	137.73
Worthington Indust Inc	2.000	33.34	94.88
WPX Energy Inc	7.000	63.11	101.99
Wyndham Worldwide Corp	2.000	147.14	152.74
Wynn Resorts LTD	2.000	355.90	173.02
Xcel Energy Inc	13.000	372.32	529.10
Xilinx Inc	5.000	224.30	301.85
Yadkin Finl Corp Com	2.000	48.38	68.52
Yahoo Inc	14.000	216.72	541.38
Yelp Inc	2.000	113.85	76.26
Yum China Hldgs Inc	7.000	92.63	182.84
Yum! Brands Inc	7.000	214.64	443.31
Zayo Group Hldgs Inc	7.000	210.07	230.02
Zebra Technologies Corp CL A	1.000	88.60	85.76
Zillow Group Inc CL A	1.000	45.52	36.45
Zillow Group Inc	2.000	94.28	72.94
Zimmer Biomet Holdings Inc	4.000	443.64	412.80
Zoetis Inc	11.000	409.69	588.83
Zynga Inc	24.000	64.77	61.68
2U Inc	2.000	64.73	60.30
3-D Systems Corp	2.000	121.06	26.58
3M Co	13.000	1,363.64	2,349.44
Adient PLC	5.000	232.93	293.00
Astrazeneca PLC Spon ADR	180.000	5,147.10	4,917.60
BCE Inc	160.000	7,357.27	6,918.40

Boeing Company	50.000	6,664.27	7,784.00
Chevron Corp	80.000	8,303.99	9,416.00
Chubb LTD	62.000	6,686.14	8,191.44
Cisco Systems Inc	240.000	6,419.23	7,252.80
Conocophillips	177.000	8,857.47	8,874.78
Corning Inc	225.000	4,235.62	5,460.75
Diageo PLC	60.000	6,549.00	6,236.40
Du Pont De Nemours	120.000	7,614.00	8,808.00
Exxon Mobil Corp	57.000	4,811.21	5,144.82
Genl Electric Co	265.000	7,938.08	8,374.00
Genl Mills Inc	130.000	8,402.78	8,030.10
HCP Inc	115.000	3,933.00	3,417.80
HSBC Holdings PLC	135.000	4,179.17	5,424.30
Intel Corp	140.000	4,212.16	5,077.80
Johnson Ctls Intl PLC	100.000	4,648.04	4,119.00
Johnson & Johnson Com	70.000	7,953.40	8,064.70
JP Morgan Chase	124.000	6,930.66	10,699.96
Kimberly Clark Corp	50.000	6,502.00	5,706.00
Lilly Eli & Co	65.000	4,985.49	4,780.75
Merck & Co Inc	120.000	6,516.79	7,064.40
Metlife Inc	150.000	6,503.52	8,083.50
Microsoft Corp	129.000	6,590.53	8,016.06
Nextera Energy Inc	65.000	7,855.90	7,764.90
Novartis AG Spon ADR	70.000	5,159.18	5,098.80
Pfizer Inc	230.000	7,674.50	7,470.40
Raytheon Co	40.000	5,249.59	5,680.00
Royal Dutch Shell PCL	155.000	7,772.48	8,985.35
Travelers Cos	55.000	6,194.65	6,733.10
Unilever NV	175.000	7,764.75	7,185.50
Wal Mart Stores Inc	120.000	7,961.80	8,294.40
Wells Fargo & Co	160.000	8,008.53	8,817.60
Welltower Inc	125.000	8,480.73	8,366.25
3M Co	35.000	5,933.16	6,249.95
		<u>1,075,031.27</u>	<u>1,263,697.15</u>

	Shares	Cost	FMV
Chesapeake Energy Corp		3,288.98	13,130.00
Gen'l Elec Cap Corp NTS 2.900% 01/09/2017	20,000.000	19,987.99	20,007.00
Wells Fargo & Co Med Term NTS 2.100% 05/08/2017	20,000.000	20,018.25	20,056.60
Apple Inc 1.000% 05/03/2018	20,000.000	19,878.20	19,925.00
US Bancorp Med Term NTS 1.950% 11/15/2018	15,000.000	15,025.90	15,076.35
Godman Sachs Group NTS 2.625% 01/31/2019	12,000.000	12,082.89	12,129.00
Cisco Systems Inc. 1.600% 02/28/2019	7,000.000	7,017.86	6,984.04
Home Depot 2.000% 06/15/2019	15,000.000	15,227.80	15,130.65
JP Morgan Chase 2.250% 01/23/2020	20,000.000	19,809.20	19,953.00
Merck & Co 1.850% 02/10/2020	20,000.000	19,910.20	20,012.60
Costco Whsl Corp 1.750% 02/15/2020	19,000.000	18,886.38	18,845.91
Trgt Corp NTS 3.875% 07/15/2020	15,000.000	15,949.85	15,888.45
Bershire Hathaway Fin Corp NTS 2.900% 10/15/2020	15,000.000	15,280.38	15,362.40
Wal-Mart Stores Inc 3.250% 10/25/2020	15,000.000	15,536.72	15,633.15
Caterpillar Inc. 3.900% 05/27/2021	5,000.000	5,376.87	5,272.70
Simon Ppty Group 3.375% 03/15/2022	15,000.000	15,786.75	15,507.90
Deere & Co Med Term NTS 2.600% 06/08/2022	10,000.000	10,136.93	9,951.40
Comcast Corp 3.125% 07/15/2022	10,000.000	10,569.20	10,209.10
		259,770.35	269,075.25

	Shares	Cost	FMV
WisdomTree Trust Japan	100.00	4,276.95	6,192.00
Nortel Inversora SA	200.00	4,141.51	5,212.00
361 Managed Futures	1,511.92	17,094.26	16,706.70
AQR Managed Futures	1,651.50	16,773.72	15,392.01
Arbitrage Fund Instl	2,621.90	33,927.59	34,609.09
Blackrock Emerging Markets	2,347.77	24,860.47	22,702.89
Blackrock Global	3,340.81	35,948.98	33,808.97
Eaton Vance Diversified	1,969.59	18,976.67	17,017.21
Eaton Vance Global Macro	3,400.44	34,527.89	34,378.39
Goldman Sachs Absolute Return Tracker	1,873.40	16,951.37	17,291.48
Guggenheim Event Driven & Distressed Strategies Fund	650.04	18,009.19	17,297.56
John Hancock Globl	3,432.41	38,010.52	34,804.62
Oppenheimer Steelpath	2,104.21	13,244.55	17,843.65
Putnam ABS	3,169.08	36,192.12	34,352.81
Wells Fargo Advantage Absolute Return Fund	3,251.38	36,491.23	33,619.22
Deutsche Bank AG Trigger PS Index Basket	2,400.00	24,000.00	24,849.60
Morgan Stanley Finance	1,250.00	12,500.00	14,860.00
JP Morgan Chase & Co	1,300.00	13,000.00	13,923.00
Deutsche Bank AG Trigger PS Index Basket	70,000.00	700,000.00	737,100.00
Alerian MLP	705.00	8,103.58	8,883.00
Clearbridge Energy MLP	2,480.00	30,868.22	32,512.80
Clearbridge Amern Energy MLP	3,620.00	29,214.11	33,231.60
Cohen & Steers MLP	3,073.00	30,259.34	33,464.97
Goldman Sachs MLP Income	2,023.00	19,513.29	19,663.56
Salient Midstream & MLP	2,071.00	28,193.71	28,124.18
Tortoise MLP Fund Inc	150.00	2,424.60	2,862.00
Morgan Stanley Finance	15,000.00	150,000.00	178,545.00
Cost Basis Adjustment		34,077.00	-
		1,431,580.87	1,469,248.31