efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491131018697

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
SCOTT AND VANESSA THOMPSON FOUNDATION

% MERRILL LYNCH FAMILY OFFICE

Number and street (or P O box number if mail is not delivered to street address) c/o ML-FOS PO BOX 1560

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
PENNINGTON, NJ 08534

A Employer identification number
27-2509184

B Telephone number (see instructions)
(212) 382-8621

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 3,614,555

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	402,468			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	602	602		
	4	Dividends and interest from securities	56,435	56,435		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	151,491			
	b	Gross sales price for all assets on line 6a 1,571,365				
	7	Capital gain net income (from Part IV, line 2)		151,491		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,952			
	12	**Total.** Add lines 1 through 11	612,948	208,528		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	5,000	0	0	0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,267	767		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	20,073	20,073		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26,340	20,840	0	0
	25	Contributions, gifts, grants paid	157,100			157,100
	26	**Total expenses and disbursements.** Add lines 24 and 25	183,440	20,840	0	157,100
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	429,508			
	b	**Net investment income** (if negative, enter -0-)		187,688		
	c	**Adjusted net income**(if negative, enter -0-)				

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	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	117,226	117,088	117,088
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	2,927,300	3,241,189	3,497,467
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,044,526	3,358,277	3,614,555
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,044,526	3,358,277	
30	**Total net assets or fund balances** (see instructions)	3,044,526	3,358,277	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,044,526	3,358,277	

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	3,044,526
2	Enter amount from Part I, line 27a	2	429,508
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,474,034
5	Decreases not included in line 2 (itemize) ▶	5	115,757
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,358,277

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	151,491
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	180,597	3,284,091	0 054991
2014	183,217	3,478,582	0 05267
2013	122,585	3,550,043	0 034531
2012	80,932	3,064,467	0 02641
2011	32,958	2,531,290	0 01302

2	**Total** of line 1, column (d)	2	0 181622
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 036324
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,078,368
5	Multiply line 4 by line 3	5	111,819
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,877
7	Add lines 5 and 6	7	113,696
8	Enter qualifying distributions from Part XII, line 4 , ...	8	157,100

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	1,877
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	1,877
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	1,877
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	826		
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	826
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,051
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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	Yes	

Website address ▶

14 The books are in care of ▶MERRILL LYNCH FAMILY OFFICE Telephone no ▶(212) 382-8621

Located at ▶PO BOX 1560 PENNINGTON NJ ZIP+4 ▶08534

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).*	3b		
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

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

			Yes	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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. . . . ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. . . . ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. . . . ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . . .	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SCOTT THOMPSON 2232 EAST 30TH PLACE TULSA, OK 74114	PRESIDENT/TREASURER/ 2 0	0	0	0
VANESSA THOMPSON 2232 EAST 30TH PLACE TULSA, OK 74114	VP/SECRETARY/DIRECTO 2 0	0	0	0
SAMANTHA THOMPSON 2232 EAST 30TH PLACE TULSA, OK 74114	DIRECTOR 0 5	0	0	0
BRANDON THOMPSON 2232 EAST 30TH PLACE TULSA, OK 74114	DIRECTOR 0 5	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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	2,778,392
b	Average of monthly cash balances	1b	171,341
c	Fair market value of all other assets (see instructions)	1c	175,514
d	**Total** (add lines 1a, b, and c)	1d	3,125,247
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	3,125,247
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,879
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,078,368
6	**Minimum investment return.** Enter 5% of line 5	6	153,918

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	153,918
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,877		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,877
3	Distributable amount before adjustments Subtract line 2c from line 1			3	152,041
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	152,041
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	152,041

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	157,100
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	157,100
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	1,877
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	155,223

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				152,041
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			144,777	
b Total for prior years 2014 , 2013 , 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 157,100				
a Applied to 2015, but not more than line 2a			144,777	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				12,323
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				139,718
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016. 0				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the 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))

See Additional Data Table

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				157,100
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	602	
4 Dividends and interest from securities. . . .			14	56,435	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	151,491	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a NON-REPORTABLE INCOME			14	839	
b TAX EXEMPT INTEREST			14	1,113	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				210,480	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 210,480

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2017-04-24	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
B Anthony Olmo				P00226630

Firm's name ▶ Merrill Lynch Pierce Fenner & Smith

Firm's EIN ▶

Firm's address ▶ 1500 American Blvd 4th FL
Pennington, NJ 085344124

Phone no (212) 382-8621

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SEE ATTACHED- 8981	P		2016-12-31
SEE ATTACHED- 8981	P		2016-12-31
CAPITAL GAIN- 8698	P		2016-12-31
SEE ATTACHED- 8698	P		2016-12-31
SEE ATTACHED- 8698	P		2016-12-31
SEE ATTACHED- 7284	P		2016-12-31
SEE ATTACHED- 7284	P		2016-12-31
SEE ATTACHED - 7284	P		2016-06-02
SALE OF GOLDMAN SACHS HEDGE FUND OPPTY	P	2013-03-31	2016-07-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
149,668		124,291	25,377
25,119		15,779	9,340
614			614
180,094		192,500	-12,406
570,339		490,301	80,038
277,081		257,000	22,216
53,696		42,138	11,558
35			35
314,719		300,000	14,719

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			25,377
			9,340
			614
			-12,406
			80,038
			20,081
			11,558
			35
			14,719

Form 990PF Part XV Line 1a - 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).

SCOTT THOMPSON
VANESSA THOMPSON

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FIRST UNITED METHODIST CHURCH OF TULSA 1115 S BOULDER AVENUE TULSA, OK 74119	NONE	PC	HELP ALL PEOPLE EXPERIENCE LIFE TRANSFORMATION THROUGH WORSHIP, RELATIONSHIPS AND MISSION	3,350
GOLDMAN SACHS PHILANTHROPHY FUND C/O THE AYCO COMPANY LP PO BOX 1 ALBANY, NY 122125203	NONE	PC	DONOR ADVISED FUND FOR CHARITABLE GIVING	145,000
UNITED WAY TULSA 1430 SOUTH BOULDER AVE W TULSA, OK 74119	none	PC	TO ADVANCE THE COMMON GOOD BY FOCUSING ON THE THREE BUILDING BLOCKS OF BETTER QUALITY LIFE, EDUCATION, HEALTH/SAFETY, AND FINANCIAL STABILITY	1,000
SUNRISE CHILDREN ORGANIZATION 2795 EAST DESERT INN ROAD SUITE 10 LAS VEGAS, NV 89121	NONE	PC	DEDICATED TO ENCHANCING CHILDREN'S LIVES THROUGH KEY PROGRAMS THAT SUPPORT A MYRIAD OF CRITICAL AREA FOCUSING ON OPTIMAL CHILD DEVELOPMENT	5,000
NORTHLAKE MANDEVILLE ROTARY FOUNDATION PO BOX 246 MANDEVILLE, LA 70470	NONE	PC	TO PROVIDE COLLEGE SCHOLARSHIPS	1,000
MARCH OF DIMES 1275 Mamaroneck Ave White Plains, NY 10605	NONE	PC	The March of Dimes works to end premature birth and other problems that threaten babies	250
BOY SCOUTS OF AMERICA 1715 100TH PL SE STE B MOUNT BAKER EVERETT, WA 98208	NONE	PC	THE MISSION OF BOY SCOUTS IS TO PREPARE YOUNG PEOPLE TO MAKE ETHICAL CHOICES OVER THEIR LIFETIME BY INSTILLING IN THEM THE VALUES OF THE SCOUT OATH AND LAW	500
TULSA DREAM CENTER 200 W 46TH STREET NORTH TULSA, OK 74126	NONE	PC	PROVIDES PROFESSIONAL HEALTH SERVICES, EMERGENCY FOOD AND CLOTHING ASSISTANCE, SOCIAL SERVICES AND EDUCATIONAL OPPORTUNITIES, AND RECREATIONAL LEAGUES AND POSITIVE ROLE MODELS FOR LOW-INCOME, AT RISK YOUTH	500
UNIVERSITY OF KENTUCKY OFFICE FOR POLICY STUDIES ON VIOLEN 103 BRECKINRIDGE HALL LEXINGTON, KY 40506	NONE	PC	TO SHAPE THE CREATION AND IMPLEMENTATION OF PUBLIC POLICY TO IMPROVE THE LIVES OF WOMEN HARMED BY VIOLENCE AND TO ENHANCE SERVICES, LEGAL RESPONSE, AND LEGISLATIVE REFORM RELATED TO VIOLENCE AGAINST WOMEN	500
Total . . . . ▶ **3a**				157,100

TY 2016 Accounting Fees Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION

EIN: 27-2509184

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ML-FOS FEES	5,000			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION

EIN: 27-2509184

TY 2016 Investments - Other Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION

EIN: 27-2509184

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EQUITIES	AT COST	2,042,805	2,306,572
MUTUAL FUNDS	AT COST	1,198,384	1,190,895
GS HEDGE FUND OPPTY	AT COST		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491131018697

TY 2016 Other Decreases Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION

EIN: 27-2509184

Description	Amount
TIMING DIFFERENCES	1,820
DIFFERENCE BETWEEN FMV AND COST BASIS OF	113,937
DONATED STOCK	0

TY 2016 Other Expenses Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION

EIN: 27-2509184

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	20,073	20,073		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491131018697

TY 2016 Other Income Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION

EIN: 27-2509184

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
non-reportable income	839		
tax exempt interest	1,113		

TY 2016 Taxes Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION

EIN: 27-2509184

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	500			
FOREIGN INCOME TAX - 8698	767	767		

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** ***www irs gov/form990***

OMB No 1545-0047

2016

Name of the organization	Employer identification number
SCOTT AND VANESSA THOMPSON FOUNDATION	27-2509184

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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose 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
SCOTT AND VANESSA THOMPSON FOUNDATION

Employer identification number
27-2509184

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	SCOTT THOMPSON 2232 EAST 30TH PLACE TULSA, OK 74114	$ 397,468	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
2	SCOTT THOMPSON 2232 EAST 30TH PLACE TULSA, OK 74114	$ 5,000	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)

Name of organization
SCOTT AND VANESSA THOMPSON FOUNDATION

Employer identification number
27-2509184

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

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	See Additional Data Table	$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
SCOTT AND VANESSA THOMPSON FOUNDATION

Employer identification number
27-2509184

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Additional Data

Software ID:
Software Version:
EIN: 27-2509184
Name: SCOTT AND VANESSA THOMPSON FOUNDATION

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	206 SHS ADOBE SYS DEL	$ 21,633	2016-12-23
1	508 SHS ADVANCED ENERGY INDS INC	$ 28,308	2016-12-23
1	235 SHS AETNA INC	$ 29,458	2016-12-23
1	717 SHS AMERICAN INTERNATIONAL	$ 47,519	2016-12-23
1	916 SHS CISCO SYSTEMS INC	$ 27,938	2016-12-23
1	500 SHS Dow Chemical	$ 29,123	2016-12-23
1	184 SHS FACEBOOK INC	$ 21,515	2016-12-23
1	353 SHS HOME DEPOT INC	$ 47,793	2016-12-23
1	114 SHS ISHARES CORE S&P	$ 25,859	2016-12-23
1	126 SHS INTUIT INC	$ 14,745	2016-12-23

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	193 SHS BROADCOM LTD	$ 34,898	2016-12-23
1	116 SHS STANLEY BLACK & DECKER	$ 13,508	2016-12-23
1	521 SHS TAKE TWO INTER SOFTWARE	$ 25,831	2016-12-23
1	52 SHS UNITEDHEALTH GROUP INC	$ 8,413	2016-12-23
1	295 SHS WASTE MANAGEMENT INC - NEW	$ 20,926	2016-12-23

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	0 00	Net Covered Long Term Gains (Losses)	25 377 04	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short Term Gains (Losses)	0 00	Net NonCovered Long Term Gains (Losses)	9 339 79		
Net 1099B Non Reportable Short Term Gains (Losses)	0 00	Net 1099B Non Reportable Long Term Gains (Losses)	0 00		
Net Miscellaneous Short Term Gains (Losses)	0 00	Net Miscellaneous Long Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short Term Gains (Losses)	0 00	Net Regulated Futures Contract Long Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**0 00**	**Total Long-Term Gains (Losses)**	**34,716 83**	**Total Ordinary Gains (Losses)**	**0 00**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Ordinary Gain (Loss)	Total Gain (Loss)
Covered Long-Term Gains (Losses)								
TEEKAY CORPORATION CMN (Y8564W103)	04/18/2013	01/11/2016	140 00	1,030 89	0 00	4,619 44	0 00	(3,588 55)
TEEKAY CORPORATION CMN (Y8564W103)	03/19/2013	01/11/2016	315 00	2,319 51	0 00	10,643 72	0 00	(8,324 21)
AES CORP CMN (00130H105)	03/19/2013	06/10/2016	115 00	1,285 67	0 00	1,334 70	0 00	(49 03)
AMERICAN INTL GROUP, INC CMN (026874784)	03/19/2013	06/10/2016	155 00	8,507 76	0 00	5,996 98	0 00	2,510 78
AUTOZONE, INC CMN (053332102)	06/12/2014	06/10/2016	14 00	10,573 10	0 00	7,326 95	0 00	3,246 15
BANK OF AMERICA CORP CMN (060505104)	10/06/2014	06/10/2016	300 00	4,148 90	0 00	5,179 14	0 00	(1,030 24)
CARMAX, INC CMN (143130102)	03/19/2013	06/10/2016	110 00	5,412 98	0 00	4,559 58	0 00	853 40
CINCINNATI BELL INC CMN (171871106)	11/19/2013	06/10/2016	815 00	3,178 43	0 00	2,564 15	0 00	614 28
CROWN HOLDINGS INC CMN (228368106)	03/19/2013	06/10/2016	165 00	8,790 79	0 00	6,689 00	0 00	2,101 79
DENNY'S CORPORATION CMN (24869P104)	03/19/2013	06/10/2016	1,395 00	15,549 45	0 00	8,036 87	0 00	7,512 58
DOLLAR TREE INC CMN (256746108)	05/23/2014	06/10/2016	125 00	11,380 81	0 00	6,614 01	0 00	4,766 80
INTERNAP CORP CMN (45885A300)	04/25/2014	06/10/2016	148 00	348 37	0 00	979 11	0 00	(630 74)
INTERNAP CORP CMN (45885A300)	06/21/2013	06/10/2016	440 00	1,035 69	0 00	3,453 91	0 00	(2,418 22)
INTERNAP CORP CMN (45885A300)	04/18/2013	06/10/2016	578 00	1,360 53	0 00	4,804 57	0 00	(3,444 04)
INTERNAP CORP CMN (45885A300)	06/24/2013	06/10/2016	693 00	1,631 22	0 00	5,429 59	0 00	(3,798 37)
MARKEL CORPORATION CMN (570535104)	03/21/2013	06/10/2016	24 00	22,357 22	0 00	12,144 00	0 00	10,213 22

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Ordinary Gain (Loss)	Total Gain (Loss)
Covered Long-Term Gains (Losses)								
MICROSOFT CORPORATION CMN (594918104)	09/19/2013	06/10/2016	80 00	4,104 71	0 00	2,676 35	0 00	1,428 36
PIONEER NATURAL RESOURCES CO CMN (723787107)	03/19/2013	06/10/2016	40 00	6,434 65	0 00	5,036 80	0 00	1,397 85
POPEYES LOUISIANA KITCHEN INC CMN (732872106)	03/19/2013	06/10/2016	45 00	2,631 15	0 00	1,601 61	0 00	1,029 54
ROSS STORES,INC CMN (778296103)	11/22/2013	06/10/2016	80 00	4,287 49	0 00	3,017 79	0 00	1,269 70
ROSS STORES,INC CMN (778296103)	07/01/2013	06/10/2016	310 00	16,614 02	0 00	10,130 30	0 00	6,483 72
ZAYO GROUP HOLDINGS, INC CMN (98919V105)	11/18/2014	06/10/2016	29 00	802 70	0 00	685 77	0 00	116 93
ZAYO GROUP HOLDINGS, INC CMN (98919V105)	11/19/2014	06/10/2016	37 00	1,024 14	0 00	877 15	0 00	146 99
ZAYO GROUP HOLDINGS, INC CMN (98919V105)	11/17/2014	06/10/2016	79 00	2,186 67	0 00	1,867 88	0 00	318 79
AUTOZONE, INC CMN (053332102)	06/12/2014	07/26/2016	1 00	800 99	0 00	523 35	0 00	277 64
AUTOZONE, INC CMN (053332102)	06/12/2014	07/28/2016	11 00	8,969 55	0 00	5,756 89	0 00	3,212 66
AMERICAN INTL GROUP, INC CMN (026874784)	03/19/2013	11/14/2016	45 00	2,900 32	0 00	1,741 06	0 00	1,159 26
Net Covered Long-Term Gains (Losses)				**149,667.71**	**0.00**	**124,290.67**	**0.00**	**25,377.04**
NonCovered Long-Term Gains (Losses)								
AMERICAN TOWER CORPORATION CMN (03027X100)	03/19/2013	06/10/2016	103 00	11,225 32	0 00	7,719 43	0 00	3,505 89
EQUINIX, INC REIT (29444U700)	05/15/2014	06/10/2016	2 00	743 03	0 00	388 02	0 00	355 01
EQUINIX, INC REIT (29444U700)	10/08/2014	06/10/2016	8 00	2,972 09	0 00	1,614 00	0 00	1,358 09
CINCINNATI BELL INC CMN (171871502)		10/05/2016	0 00	15 76	0 00	No Cost	0 00	15 76 [8]
EQUINIX, INC REIT (29444U700)	11/25/2014	11/30/2016	1 00	338 77	0 00	265 08	0 00	73 69
EQUINIX, INC REIT (29444U700)	02/02/2015	11/30/2016	4 00	1,355 06	0 00	861 28	0 00	493 78
EQUINIX, INC REIT (29444U700)	10/13/2014	11/30/2016	12 00	4,065 19	0 00	2,308 83	0 00	1,756 36
EQUINIX, INC REIT (29444U700)	10/08/2014	11/30/2016	13 00	4,403 95	0 00	2,622 74	0 00	1,781 21
Net NonCovered Long-Term Gains (Losses)				**25,119.17**	**0.00**	**15,779.38**	**0.00**	**9,339.79**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

[8] Due to incomplete cost basis gains may be incorrectly stated and should not be used for tax reporting purposes Please consult with your tax advisor

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	22 216 28	Net Covered Long Term Gains (Losses)	11 557 82	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short Term Gains (Losses)	0 00	Net NonCovered Long Term Gains (Losses)	34 34		
Net 1099B Non Reportable Short Term Gains (Losses)	0 00	Net 1099B Non Reportable Long Term Gains (Losses)	0 00		
Net Miscellaneous Short Term Gains (Losses)	0 00	Net Miscellaneous Long Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short Term Gains (Losses)	0 00	Net Regulated Futures Contract Long Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**22,216 28**	**Total Long-Term Gains (Losses)**	**11,592 16**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Ordinary Gain (Loss)	Total Gain (Loss)
Covered Short-Term Gains (Losses)								
APPLE INC CMN (037833100)	08/31/2015	01/29/2016	25 00	2,399 72	0 00	2,827 00	0 00	(427 28)
APPLE INC CMN (037833100)	08/24/2015	01/29/2016	150 00	14,398 33	0 00	15,307 91	0 00	(909 58)
AON PLC CMN (G0408V102)	08/24/2015	02/01/2016	5 00	436 14	0 00	454 29	0 00	(18 15)
ANADARKO PETROLEUM CORP CMN (032511107)	12/10/2015	03/31/2016	5 00	232 44	0 00	257 00	0 00	(24 56)
ANADARKO PETROLEUM CORP CMN (032511107)	12/18/2015	03/31/2016	25 00	1,162 18	0 00	1,176 55	0 00	(14 37)
ANADARKO PETROLEUM CORP CMN (032511107)	08/26/2015	03/31/2016	50 00	2,324 36	0 00	3,210 28	0 00	(885 92)
ANADARKO PETROLEUM CORP CMN (032511107)	08/31/2015	03/31/2016	50 00	2,324 36	0 00	3,585 14	0 00	(1,260 78)
ANADARKO PETROLEUM CORP CMN (032511107)	12/07/2015	03/31/2016	75 00	3,486 55	0 00	4,023 95	0 00	(537 40)
ANADARKO PETROLEUM CORP CMN (032511107)	08/24/2015	03/31/2016	350 00	16,270 55	0 00	22,703 48	0 00	(6,432 93)
INTEL CORPORATION CMN (458140100)	08/24/2015	04/12/2016	200 00	6,366 90	0 00	5,218 00	0 00	1,148 90
INTEL CORPORATION CMN (458140100)	08/24/2015	04/22/2016	425 00	13,390 35	0 00	11,088 25	0 00	2,302 10
APPLIED MATERIALS INC CMN (038222105)	08/24/2015	04/27/2016	225 00	4,833 50	0 00	3,379 37	0 00	1,454 13
INTEL CORPORATION CMN (458140100)	08/31/2015	05/03/2016	150 00	4,541 27	0 00	4,317 00	0 00	224 27
INTEL CORPORATION CMN (458140100)	08/24/2015	05/03/2016	275 00	8,325 66	0 00	7,174 75	0 00	1,150 91
APPLIED MATERIALS INC CMN (038222105)	08/24/2015	05/11/2016	100 00	2,004 38	0 00	1,501 94	0 00	502 44
APPLIED MATERIALS INC CMN (038222105)	08/24/2015	05/23/2016	400 00	9,161 20	0 00	6,007 76	0 00	3,153 44

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Ordinary Gain (Loss)	Total Gain (Loss)
Covered Short-Term Gains (Losses)								
AON PLC CMN (G0408V102)	08/24/2015	06/06/2016	45 00	4,915 16	0 00	4,088 64	0 00	826 52
BLACKROCK, INC CMN (09247X101)	08/24/2015	06/06/2016	20 00	7,224 55	0 00	5,960 94	0 00	1,263 61
ALPHABET INC CMN CLASS C (02079K107)	04/28/2016	06/10/2016	8 00	5,733 31	0 00	5,576 35	0 00	156 96
AMERICAN INTL GROUP, INC CMN (026874784)	08/24/2015	06/10/2016	100 00	5,481 88	0 00	5,692 02	0 00	(210 14)
AON PLC CMN (G0408V102)	08/24/2015	06/10/2016	70 00	7,643 13	0 00	6,360 10	0 00	1,283 03
APPLIED MATERIALS INC CMN (038222105)	08/24/2015	06/10/2016	325 00	7,792 36	0 00	4,881 31	0 00	2,911 05
BAXTER INTERNATIONAL INC CMN (071813109)	02/05/2016	06/10/2016	150 00	6,652 35	0 00	5,671 05	0 00	981 30
BLACKROCK, INC CMN (09247X101)	08/24/2015	06/10/2016	20 00	6,916 14	0 00	5,960 94	0 00	955 20
CARMAX, INC CMN (143130102)	08/24/2015	06/10/2016	100 00	4,927 65	0 00	5,755 04	0 00	(827 39)
CATERPILLAR INC (DELAWARE) CMN (149123101)	08/24/2015	06/10/2016	150 00	11,344 09	0 00	10,848 80	0 00	495 29
CBRE GROUP INC CMN (12504L109)	08/24/2015	06/10/2016	125 00	3,718 15	0 00	4,055 31	0 00	(337 16)
CHARTER COMMUNICATIONS, INC CMN (16119P108)	11/13/2015	06/10/2016	35 00	7,804 54	0 00	7,358 02	0 00	446 52
CUMMINS INC COMMON STOCK (231021106)	08/24/2015	06/10/2016	155 00	17,936 46	0 00	18,016 58	0 00	(80 12)
GENERAL MOTORS COMPANY CMN (37045V100)	08/24/2015	06/10/2016	275 00	7,976 28	0 00	7,501 86	0 00	474 42
HCA HOLDINGS, INC CMN (40412C101)	01/28/2016	06/10/2016	75 00	5,947 37	0 00	5,017 90	0 00	929 47
JPMORGAN CHASE & CO CMN (46625H100)	08/24/2015	06/10/2016	125 00	7,953 57	0 00	7,518 75	0 00	434 82
MICROSOFT CORPORATION CMN (594918104)	08/24/2015	06/10/2016	250 00	12,816 10	0 00	10,333 93	0 00	2,482 17
QUINTILES IMS HOLDINGS INC CMN (74876Y101)	04/15/2016	06/10/2016	75 00	4,903 02	0 00	5,185 61	0 00	(282 59)
QUINTILES IMS HOLDINGS INC CMN (74876Y101) Disallowed Loss								282 59
TIFFANY & CO CMN (886547108)	08/24/2015	06/10/2016	90 00	5,559 97	0 00	7,412 58	0 00	(1,852 61)
TIFFANY & CO CMN (886547108) Disallowed Loss								1,852 61
TRIBUNE MEDIA CO - A CMN CLASS A (896047503)	08/24/2015	06/10/2016	200 00	7,460 27	0 00	7,584 14	0 00	(123 87)
WELLS FARGO & CO (NEW) CMN (949746101)	08/24/2015	06/10/2016	100 00	4,817 95	0 00	5,106 00	0 00	(288 05)
APPLIED MATERIALS INC CMN (038222105)	08/24/2015	07/12/2016	25 00	634 10	0 00	375 49	0 00	258 61

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Ordinary Gain (Loss)	Total Gain (Loss)
Covered Short-Term Gains (Losses)								
APPLIED MATERIALS INC CMN (038222105)	08/31/2015	07/12/2016	175 00	4,438 65	0 00	2,810 50	0 00	1,628 15
APPLIED MATERIALS INC CMN (038222105)	09/14/2015	07/12/2016	300 00	7,609 12	0 00	4,679 22	0 00	2,929 90
APPLIED MATERIALS INC CMN (038222105)	09/14/2015	07/26/2016	375 00	10,013 86	0 00	5,849 03	0 00	4,164 83
MICROSOFT CORPORATION CMN (594918104)	08/24/2015	08/10/2016	50 00	2,896 88	0 00	2,066 79	0 00	830 09
MICROSOFT CORPORATION CMN (594918104)	08/24/2015	08/16/2016	75 00	4,306 03	0 00	3,100 18	0 00	1,205 85
Net Covered Short-Term Disallowed Losses								**2,135.20**
Net Covered Short-Term Gains (Losses)				**277,080.83**	**0.00**	**256,999.75**	**0.00**	**22,216.28**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Ordinary Gain (Loss)	Total Gain (Loss)
Covered Long-Term Gains (Losses)								
MICROSOFT CORPORATION CMN (594918104)	08/24/2015	08/31/2016	200 00	11,476 90	0 00	8,267 14	0 00	3,209 76
MICROSOFT CORPORATION CMN (594918104)	08/31/2015	09/09/2016	25 00	1,413 79	0 00	1,086 50	0 00	327 29
MICROSOFT CORPORATION CMN (594918104)	08/24/2015	09/09/2016	75 00	4,241 37	0 00	3,100 18	0 00	1,141 19
MICROSOFT CORPORATION CMN (594918104)	08/31/2015	09/20/2016	100 00	5,712 36	0 00	4,346 00	0 00	1,366 36
CUMMINS INC COMMON STOCK (231021106)	08/24/2015	10/21/2016	30 00	3,792 25	0 00	3,487 08	0 00	305 17
AMERICAN INTL GROUP, INC CMN (026874784)	08/24/2015	10/31/2016	25 00	1,541 52	0 00	1,423 01	0 00	118 51
JPMORGAN CHASE & CO CMN (46625H100)	08/24/2015	10/31/2016	25 00	1,735 83	0 00	1,503 75	0 00	232 08
CATERPILLAR INC (DELAWARE) CMN (149123101)	08/24/2015	11/09/2016	50 00	4,558 56	0 00	3,616 27	0 00	942 29
CUMMINS INC COMMON STOCK (231021106)	09/11/2015	11/09/2016	5 00	671 64	0 00	601 01	0 00	70 63
CUMMINS INC COMMON STOCK (231021106)	08/24/2015	11/09/2016	15 00	2,014 93	0 00	1,743 54	0 00	271 39
AMERICAN INTL GROUP, INC CMN (026874784)	08/24/2015	11/14/2016	50 00	3,224 27	0 00	2,846 01	0 00	378 26
JPMORGAN CHASE & CO CMN (46625H100)	08/24/2015	11/14/2016	45 00	3,569 61	0 00	2,706 75	0 00	862 86
BLACKROCK, INC CMN (09247X101)	08/24/2015	12/09/2016	10 00	3,867 06	0 00	2,980 47	0 00	886 59

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Ordinary Gain (Loss)	Total Gain (Loss)
Covered Long-Term Gains (Losses)								
JPMORGAN CHASE & CO CMN (46625H100)	08/24/2015	12/09/2016	25 00	2,116 89	0 00	1,503 75	0 00	613 14
AMERICAN INTL GROUP, INC CMN (026874784)	08/24/2015	12/19/2016	25 00	1,645 35	0 00	1,423 01	0 00	222 34
JPMORGAN CHASE & CO CMN (46625H100)	08/24/2015	12/19/2016	25 00	2,113 71	0 00	1,503 75	0 00	609 96
Net Covered Long-Term Gains (Losses)				**53,696.04**	**0.00**	**42,138.22**	**0.00**	**11,557.82**
NonCovered Long-Term Gains (Losses)								
CHARTER COMMUNICATIONS, INC CMN (16119P108)		06/02/2016	0 00	34 34	0 00	No Cost	0 00	34 34 [8]
Net NonCovered Long-Term Gains (Losses)				**34.34**	**0.00**	**0.00**	**0.00**	**34.34**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

[8] Due to incomplete cost basis gains may be incorrectly stated and should not be used for tax reporting purposes Please consult with your tax advisor

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	(12 406 18)	Net Covered Long Term Gains (Losses)	80 038 09	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short Term Gains (Losses)	0 00	Net NonCovered Long Term Gains (Losses)	0 00		
Net 1099B Non Reportable Short Term Gains (Losses)	0 00	Net 1099B Non Reportable Long Term Gains (Losses)	0 00		
Net Miscellaneous Short Term Gains (Losses)	0 00	Net Miscellaneous Long Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short Term Gains (Losses)	0 00	Net Regulated Futures Contract Long Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**(12,406 18)**	**Total Long-Term Gains (Losses)**	**80,038 09**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Ordinary Gain (Loss)	Total Gain (Loss)
Covered Short-Term Gains (Losses)								
GS TACTICAL TILT OVERLAY MUTUAL FUND (38147X838)	08/18/2015	01/20/2016	9,354 54	83,723 11	0 00	100,000 00	0 00	(16,276 89)
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/18/2016	06/28/2016	9,924 89	96,370 71	0 00	92,500 00	0 00	3,870 71
Net Covered Short-Term Gains (Losses)				**180,093.82**	**0.00**	**192,500.00**	**0.00**	**(12,406.18)**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Ordinary Gain (Loss)	Total Gain (Loss)
Covered Long-Term Gains (Losses)								
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES (38145C455)	01/28/2014	03/18/2016	2,645 50	25,000 00	0 00	26,746 04	0 00	(1,746 04)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	04/17/2013	03/18/2016	91 15	555 07	0 00	675 66	0 00	(120 59)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	02/04/2015	03/18/2016	1,729 17	10,530 64	0 00	11,714 21	0 00	(1,183 57)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	11/11/2013	03/18/2016	2,448 98	14,914 29	0 00	17,958 41	0 00	(3,044 12)

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Ordinary Gain (Loss)	Total Gain (Loss)
Covered Long-Term Gains (Losses)								
TCW METWEST UNCONSTRAINED BOND FUND CLASS M (592905756)	02/04/2015	03/18/2016	5,555 56	65,000 00	0 00	66,277 79	0 00	(1,277 79)
OAKMARK INTERNATIONAL CL I OAKMARK INTERNATIONAL I MUTUAL FUND CLASS I SHARES (413838202)	06/21/2013	06/24/2016	110 38	2,088 29	0 00	2,498 89	0 00	(410 60)
OAKMARK INTERNATIONAL CL I OAKMARK INTERNATIONAL I MUTUAL FUND CLASS I SHARES (413838202)	11/11/2013	06/24/2016	3,060 87	57,911 70	0 00	80,898 84	0 00	(22,987 14)
ADOBE SYSTEMS INC CMN (00724F101)	03/17/2015	12/29/2016	96 00	9,954 95	0 00	7,627 76	0 00	2,327 19
ADOBE SYSTEMS INC CMN (00724F101)	03/18/2015	12/29/2016	110 00	11,406 72	0 00	8,571 09	0 00	2,835 63
ADVANCED ENERGY INDUSTRIES INC CMN (007973100)	10/08/2015	12/29/2016	508 00	27,992 77	0 00	14,076 98	0 00	13,915 79
AETNA INC CMN (00817Y108)	01/31/2014	12/29/2016	235 00	29,253 50	0 00	16,115 29	0 00	13,138 21
AMERICAN INTL GROUP, INC CMN (026874784)	03/18/2015	12/29/2016	226 00	14,798 31	0 00	12,544 51	0 00	2,253 80
AMERICAN INTL GROUP, INC CMN (026874784)	03/17/2015	12/29/2016	491 00	32,150 32	0 00	27,327 48	0 00	4,822 84
BROADCOM LIMITED CMN (Y09827109)	10/28/2014	12/29/2016	193 00	34,579 13	0 00	15,980 07	0 00	18,599 06
CISCO SYSTEMS, INC CMN (17275R102)	09/19/2014	12/29/2016	13 00	394 74	0 00	326 04	0 00	68 70
CISCO SYSTEMS, INC CMN (17275R102)	10/28/2014	12/29/2016	30 00	910 95	0 00	718 20	0 00	192 75
CISCO SYSTEMS, INC CMN (17275R102)	01/31/2014	12/29/2016	873 00	26,508 50	0 00	19,095 21	0 00	7,413 29
DOW CHEMICAL CO CMN (260543103)	10/09/2015	12/29/2016	500 00	28,819 87	0 00	23,501 80	0 00	5,318 07
FACEBOOK, INC CMN CLASS A (30303M102)	03/16/2015	12/29/2016	184 00	21,398 73	0 00	14,339 12	0 00	7,059 61
INTUIT INC CMN (461202103)	01/05/2015	12/29/2016	7 00	803 65	0 00	638 84	0 00	164 81
INTUIT INC CMN (461202103)	03/09/2015	12/29/2016	119 00	13,662 06	0 00	11,644 53	0 00	2,017 53
ISHARES CORE S&P 500 ETF CMN (464287200)	09/01/2015	12/29/2016	114 00	25,714 41	0 00	22,130 82	0 00	3,583 59
STANLEY BLACK & DECKER INC CMN (854502101)	03/09/2015	12/29/2016	116 00	13,382 62	0 00	11,278 21	0 00	2,104 41
TAKE TWO INTERACTIVE SOFTWARE INC (874054109)	10/13/2015	12/29/2016	521 00	25,726 98	0 00	16,013 15	0 00	9,713 83
THE HOME DEPOT, INC CMN (437076102)	06/23/2015	12/29/2016	353 00	47,579 83	0 00	40,012 93	0 00	7,566 90

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Ordinary Gain (Loss)	Total Gain (Loss)
Covered Long-Term Gains (Losses)								
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	03/09/2015	12/29/2016	52 00	8,353 61	0 00	5,935 82	0 00	2,417 79
WASTE MANAGEMENT INC CMN (94106L109)	10/30/2014	12/29/2016	36 00	2,556 30	0 00	1,740 85	0 00	815 45
WASTE MANAGEMENT INC CMN (94106L109)	03/09/2015	12/29/2016	259 00	18,391 19	0 00	13,912 50	0 00	4,478 69
Net Covered Long-Term Gains (Losses)				**570,339.13**	**0.00**	**490,301.04**	**0.00**	**80,038.09**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment