Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation
ALFRED J. MCALLISTER AND DOROTHY N. MCALLISTER FOUNDATION

A Employer identification number
35-2050825

Number and street (or P O box number if mail is not delivered to street address)
2310 N 725 E

Room/suite

B Telephone number
765-589-8834

City or town, state or province, country, and ZIP or foreign postal code
LAFAYETTE, IN 47905

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 11,237,780.02

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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).)

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	255,501.78	255,501.78		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	71,423.38			
	b	Gross sales price for all assets on line 6a 6,222,271.45				
	7	Capital gain net income (from Part IV, line 2)		71,423.38		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	8,446.98	8,446.98		STATEMENT 2
	12	**Total.** Add lines 1 through 11	335,372.14	335,372.14		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	96,000.00	9,600.00		86,400.00
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	18,375.00	12,862.50		5,512.50
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	15,009.57	6,566.06		0.00
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	79,118.29	79,118.29		0.00
	24	**Total operating and administrative expenses.** Add lines 13 through 23	208,502.86	108,146.85		91,912.50
	25	Contributions, gifts, grants paid	472,000.00			472,000.00
	26	**Total expenses and disbursements.** Add lines 24 and 25	680,502.86	108,146.85		563,912.50
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<345,130.72>			
	b	**Net investment income** (if negative, enter -0-)		227,225.29		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (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	466,399.78	439,219.38	439,219.38
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	453,732.60	410,173.80	405,080.35
	b Investments - corporate stock STMT 7	5,886,781.98	5,286,255.44	6,023,601.50
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	3,924,943.22	4,250,422.23	4,369,878.79
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	0.00	656.01	0.00
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,731,857.58	10,386,726.86	11,237,780.02
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.00	0.00	
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	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29 Retained earnings, accumulated income, endowment, or other funds	10,731,857.58	10,386,726.86	
	30 **Total net assets or fund balances**	10,731,857.58	10,386,726.86	
	31 **Total liabilities and net assets/fund balances**	10,731,857.58	10,386,726.86	

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	10,731,857.58
2 Enter amount from Part I, line 27a	2	<345,130.72>
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	10,386,726.86
5 Decreases not included in line 2 (itemize) ▶	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,386,726.86

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	6,222,271.45		6,150,848.07	71,423.38

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				71,423.38

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 — 71,423.38

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	554,943.99	11,452,685.45	.048455
2014	537,346.00	11,539,310.73	.046567
2013	512,061.50	11,063,486.30	.046284
2012	516,261.50	10,486,053.29	.049233
2011	496,838.00	10,598,560.53	.046878

2	**Total** of line 1, column (d)	2	.237417
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	.047483
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	10,894,697.53
5	Multiply line 4 by line 3	5	517,312.92
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,272.25
7	Add lines 5 and 6	7	519,585.17
8	Enter qualifying distributions from Part XII, line 4	8	563,912.50

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 ▶ [X] and enter 1% of Part I, line 27b		1	2,272.25
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.00
3	Add lines 1 and 2		3	2,272.25
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	2,272.25
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 20,000.00		
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	20,000.00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	17,727.75
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	17,727.75 **Refunded** ▶	11	0.00

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0.00 (2) On foundation managers. ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			

14 The books are in care of ▶ WAYNE E. WEBER Telephone no. ▶317-585-4455
Located at ▶11999 LAKESIDE DRIVE, FISHERS, IN ZIP+4 ▶46038

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (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? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. DAVID WEBB 4839 WHIPPOORWILL DRIVE LAFAYETTE, IN 47909	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WILLIAM J. MCCAW 2310 N 725 E LAFAYETTE, IN 47905	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WAYNE E. WEBER 11999 LAKESIDE DRIVE FISHERS, IN 46038	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
CHARLES MAX LAYDEN P. O. BOX 909 LAFAYETTE, IN 47902	CO-TRUSTEE 5.00	24,000.00	0.00	0.00

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.00

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,471,383.36
b	Average of monthly cash balances	1b	589,223.27
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,060,606.63
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.00		
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	11,060,606.63
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	165,909.10
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,894,697.53
6	**Minimum investment return.** Enter 5% of line 5	6	544,734.88

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	544,734.88
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,272.25		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,272.25
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	542,462.63
4	Recoveries of amounts treated as qualifying distributions			4	0.00
5	Add lines 3 and 4			5	542,462.63
6	Deduction from distributable amount (see instructions)			6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	542,462.63

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	563,912.50
b	Program-related investments - total from Part IX-B	1b	0.00
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	563,912.50
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,272.25
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	561,640.25

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				542,462.63
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			562,174.64	
b Total for prior years: ____, ____, ____		0.00		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0.00			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 563,912.50				
a Applied to 2015, but not more than line 2a			562,174.64	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2016 distributable amount				1,737.86
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				540,724.77
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.00			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2017** Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FOOD FINDERS 50 OLYMPIA COURT LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	7,000.00
HANNA COMMUNITY CENTER 1201 NORTH 18TH STREET LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	5,000.00
ALMOST HOME HUMANE SOCIETY 1705 SOUTH 2ND STREET LAFAYETTE, IN 47905	NONE	PUBLIC CHARITY	CHARITABLE	17,400.00
LAFAYETTE KIWANIS FOUNDATION 4067 N 400 E LAFAYETTE, IN 47905	NONE	PUBLIC CHARITY	CHARITABLE	20,000.00
LAFAYETTE PARKS FOUNDATION P.O. BOX 1535 LAFAYETTE, IN 47902	NONE	PUBLIC CHARITY	CHARITABLE	135,600.00
Total SEE CONTINUATION SHEET(S)			▶ 3a	472,000.00
b Approved for future payment NONE				
Total			▶ 3b	0.00

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
	(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					
4 Dividends and interest from securities			14	255,501.78	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	8,446.98	
8 Gain or (loss) from sales of assets other than inventory			18	71,423.38	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.00		335,372.14	0.00

13 **Total** Add line 12, columns (b), (d), and (e) 13 335,372.14

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

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

William McEwan 5/12/17 CO-TRUSTEE

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
CHARLENE M. BEAVER	Charlene M. Beaver	5/10/17		P01357640
Firm's name ▶ CHARLENE M. BEAVER, CPA			Firm's EIN ▶ 20-4297717	
Firm's address ▶ 11999 LAKESIDE DRIVE FISHERS, IN 46038			Phone no. 317-585-4455	

623622 11-23-16

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAFAYETTE TRANSITIONAL HOUSING 1038 HEATH STREET LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
BOY SCOUTS 6286 IN 26 LAFAYETTE, IN 47905	NONE	PUBLIC CHARITY	CHARITABLE	60,000.00
LYN TREECE BOYS & GIRLS CLUB 1529 NORTH 10TH ST LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	13,000.00
NATALIE'S SECOND CHANCE 10 SOUTH 16TH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	20,000.00
HABITAT FOR HUMANITY 3815 FORTUNE DRIVE WEST LAFAYETTE, IN 47902	NONE	PUBLIC CHARITY	CHARITABLE	20,000.00
INDIANA VETERANS HOME 3851 NORTH RIVER ROAD WEST LAFAYETTE, IN 47906	NONE	PUBLIC CHARITY	CHARITABLE	4,000.00
PAWS & CLAWS ANIMAL SHELTER INC PO BOX 294 ATTICA, IN 47918	NONE	PUBLIC CHARITY	CHARITABLE	30,000.00
RIGHT STEPS CHILD DEVELOPMENT 100 SAW MILL RD #1200 LAFAYETTE, IN 47905	NONE	PUBLIC CHARITY	CHARITABLE	2,500.00
SALVATION ARMY 1110 UNION STREET LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	7,500.00
TIPPECANOE CO HISTORICAL ASSN 909 SOUTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	6,000.00
Total from continuation sheets				287,000.00

ALFRED J. MCALLISTER AND DOROTHY N. MCALLISTER FOUNDATION 35-2050825

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WILDCAT WILDLIFE CENTER 4709 N 400 W DELPHI, IN 46923	NONE	PUBLIC CHARITY	CHARITABLE	37,500.00
YWCA OF GREATER LAFAYETTE 605 NORTH 6TH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	9,000.00
TIPPECANOE ARTS FEDERATION 638 NORTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	10,000.00
WABASH CENTER 2000 GREENBUSH STREET LAFAYETTE, IN 47903	NONE	PUBLIC CHARITY	CHARITABLE	42,500.00
Total from continuation sheets				

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES - MERRILL LYNCH #2307	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES - MERRILL LYNCH #2328	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES - MERRILL LYNCH #2366	P	VARIOUS	VARIOUS
d	PUBLICLY TRADED SECURITIES - MERRILL LYNCH #2370	P	VARIOUS	VARIOUS
e	PUBLICLY TRADED SECURITIES - MERRILL LYNCH #4079	P	VARIOUS	VARIOUS
f	ST JUDE MEDICAL - SETTLEMENT	P	VARIOUS	10/25/16
g	BANK OF AMERICA - SETTLEMENT	P	VARIOUS	04/12/16
h	TESCO PLC - SETTLEMENT	P	VARIOUS	10/07/16
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	116,041.35		92,651.57	23,389.78
b	691,074.53		754,544.59	<63,470.06>
c	2,001,262.63		1,944,370.13	56,892.50
d	292,101.67		310,861.91	<18,760.24>
e	3,105,511.11		3,048,419.87	57,091.24
f	129.91			129.91
g	102.80			102.80
h	436.13			436.13
i	15,611.32			15,611.32
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(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				23,389.78
b				<63,470.06>
c				56,892.50
d				<18,760.24>
e				57,091.24
f				129.91
g				102.80
h				436.13
i				15,611.32
j				
k				
l				
m				
n				
o				

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	71,423.38
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH #2307 - DIVIDENDS	20,587.92	1.66	20,586.26	20,586.26	
MERRILL LYNCH #2307 - INTEREST	201.14	0.00	201.14	201.14	
MERRILL LYNCH #2328 - DIVIDENDS	35,097.84	8,390.78	26,707.06	26,707.06	
MERRILL LYNCH #2328 - INTEREST	21.94	0.00	21.94	21.94	
MERRILL LYNCH #2366 - DIVIDENDS	88,612.36	1,504.39	87,107.97	87,107.97	
MERRILL LYNCH #2366 - INTEREST	39.86	0.00	39.86	39.86	
MERRILL LYNCH #2370 - DIVIDENDS	15,165.79	0.00	15,165.79	15,165.79	
MERRILL LYNCH #2370 - INTEREST	5.35	0.00	5.35	5.35	
MERRILL LYNCH #4079 - BOND AMORTIZATION	<1,464.47>	0.00	<1,464.47>	<1,464.47>	
MERRILL LYNCH #4079 - DIVIDENDS	107,304.35	5,714.49	101,589.86	101,589.86	
MERRILL LYNCH #4079 - INTEREST	32.29	0.00	32.29	32.29	
MERRILL LYNCH #4079 - INTEREST COLLECTED AT SALE	287.63	0.00	287.63	287.63	
MERRILL LYNCH #4079 - OID ON US OBLIGATIONS	2,032.08	0.00	2,032.08	2,032.08	
MERRILL LYNCH #4079 - PURCHASED INTEREST COLLECTED	<354.02>	0.00	<354.02>	<354.02>	
MERRILL LYNCH #4079 - US INTEREST	3,528.42	0.00	3,528.42	3,528.42	
MERRILL LYNCH #4J05 - INTEREST	14.62	0.00	14.62	14.62	
TO PART I, LINE 4	271,113.10	15,611.32	255,501.78	255,501.78	

FORM 990-PF | OTHER INCOME | STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	8,446.98	8,446.98	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,446.98	8,446.98	

FORM 990-PF | ACCOUNTING FEES | STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	18,375.00	12,862.50		5,512.50
TO FORM 990-PF, PG 1, LN 16B	18,375.00	12,862.50		5,512.50

FORM 990-PF | TAXES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	6,566.06	6,566.06		0.00
FEDERAL EXCISE TAX	8,443.51	0.00		0.00
TO FORM 990-PF, PG 1, LN 18	15,009.57	6,566.06		0.00

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	77,618.29	77,618.29		0.00
INSURANCE - BOND	750.00	750.00		0.00
PROFESSIONAL SUBSCRIPTIONS	750.00	750.00		0.00
TO FORM 990-PF, PG 1, LN 23	79,118.29	79,118.29		0.00

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTE 2% 11/15/21	X		80,673.82	79,218.83
US TREASURY INFLATION NOTE .375% 7/15/15	X		29,618.37	30,411.46
IS TREASURY INFLATION BOND 2.5% 1/15/29	X		34,727.79	33,947.09
FNMA PAW6899 3.5% 2029	X		9,919.91	9,781.07
FNMA PAD8529 4.5% 2040	X		23,556.62	23,353.76
FHLMC GO 8606 4% 2044	X		1,828.36	1,801.40
FHLMC GO 8624 4% 2045	X		30,897.10	30,446.02
FHLMC GO 8627 3.5% 2045	X		18,720.11	18,444.67
FHLMC GO 8654 3.5% 2045	X		19,984.72	19,750.03
FHLMC GO 8660 4% 2045	X		20,392.97	20,100.08
FNMA PAS5696 3.5% 2045	X		23,100.62	22,776.27
FNMA 2.625% 9/6/24	X		15,261.29	15,145.20
FHLMC J1 6564 3.5% 2026	X		1,529.02	1,506.82
FNMA 1.875% 9/24/26	X		34,713.44	34,911.74
FNMA PAL7579 5.5% 2042	X		6,273.98	6,214.08
US TREASURY BOND 3.125% 8/15/44	X		23,631.13	23,278.53
FNMA PAL6307 4.5% 2045	X		1,670.67	1,654.22
FHLMC GO 8635 3% 2045	X		874.74	843.43
FHLMC GO 8694 4% 2046	X		5,375.55	5,283.28
FNMA PMA2705 3% 2046	X		27,423.59	26,212.37
TOTAL U.S. GOVERNMENT OBLIGATIONS			410,173.80	405,080.35
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			410,173.80	405,080.35

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALTRIA GROUP	28,112.56	42,871.08
BLACKROCK INC	15,034.95	26,637.80
H&R BLOCK INC	20,281.92	13,058.32
CA INC	22,326.74	22,779.09
CARNIVAL CORP	22,988.90	29,934.50
CHEVRON CORP	17,228.59	20,126.70
CINN FINANCIAL	12,292.68	26,967.00
CISCO SYSTEMS	11,837.95	20,489.16
COCA COLA	24,414.13	24,171.18
DOMINION RES	7,322.68	10,569.42

DUKE ENERGY	9,985.49	12,108.72
ELI LILLY & CO	15,655.43	21,182.40
GENERAL ELECTRIC	29,478.56	34,254.40
GENERAL DYNAMICS	14,894.89	38,330.52
HASBRO INC	6,697.75	14,079.99
INTEL CORP	16,652.95	24,083.28
KINDER MORGAN INC	21,225.06	17,458.53
LOWES COMPANIES	5,216.09	14,437.36
MICROSOFT CORP	10,226.37	21,500.44
NEWMARKET CORP	9,337.55	17,801.28
NORFOLK SOUTHERN	23,476.65	32,421.00
PAYCHEX INC	9,222.47	18,994.56
PFIZER INC	16,779.96	23,807.84
REYNOLDS AMERICAN	9,562.59	15,411.00
THE MOSIAC COMPANY	20,215.32	13,169.17
VERIZON COMMUNICATIONS	20,093.17	22,846.64
WELLS FARGO & CO	26,062.44	39,679.20
A/A GROUP	14,180.68	15,139.63
AIR LIQUIDE	3,155.27	2,562.99
AIRBUS GROUP	7,615.86	7,821.08
AMADEUS IT HOLDING	5,396.91	5,944.90
ASML HOLDINGS	8,751.09	11,023.92
ASSA ABLOY AB	8,710.44	9,716.46
ASSOCIATED BRITISH FOOD	5,751.18	4,239.81
ASTRAZENECA	15,448.22	12,940.33
BAYERISCHE MOTOREN	4,494.19	3,747.06
BNP PARIBAS	8,384.63	7,280.62
BRITISH AMERICAN TOBACCO	8,778.72	8,965.57
CANADIAN NATIONAL RAILWAY	3,026.68	3,437.40
CIE FINANCIERE	8,844.73	6,371.03
DANONE	4,870.77	4,381.22
DENSO CORP	2,601.61	2,561.14
DIAGEO	8,334.69	7,352.36
ENBRIDGE	9,458.78	8,255.52
ESSILOR	6,787.18	6,680.41
FANUC	10,217.50	10,363.28
GEMALTO MONTROUGE	8,126.43	4,460.36
GIVAUDAN SA	3,500.07	3,504.00
GRIFOLS SA	2,802.39	2,694.28
HDFC BANK	5,009.03	4,975.76
IMPERIAL BRANDS	5,787.79	5,515.37
ING GROUP	2,735.33	2,637.07
JARDINE MATHESON	7,099.69	7,127.25
KDDI CORPORATION	2,540.91	2,638.91
KEYENCE CORP	13,413.81	20,628.56
KUBOTA	2,777.24	2,417.60
L'OREAL	9,420.14	9,876.25
L.V.M.H.	4,816.06	4,783.29
LIBERTY GLOBAL	12,126.63	10,553.55
LLOYDS BANK	12,507.77	7,996.65
MEDTRONIC	4,579.99	4,273.80
MURATA MFG	9,701.14	12,747.09
NATIONAL GRID	2,764.26	2,433.99
NESTLE	9,219.17	8,984.35

NOVARTIS	4,554.19	4,228.66
NOVO NORDISK	18,801.99	19,365.62
NTT DOCOMO	3,837.35	3,835.78
PERNOD RICARD	12,487.70	11,401.58
PRUDENTIAL	8,292.79	8,265.25
RECKITT BENCKISER	2,917.14	2,892.95
ROCHE HOLDINGS	19,574.46	16,706.64
SAFRAN	11,265.75	12,701.20
SAMPO	11,930.79	11,230.45
SAMSONITE	3,944.23	3,328.29
SAP	9,666.67	9,763.83
SINGAPORE TELECOM	3,751.41	3,125.16
SMC CORP	11,922.69	11,962.59
SOFTBANK CORP	8,398.41	9,054.26
SUMITOMO MITSUI	3,219.96	2,906.17
SVENSKA HANDELSBANKEN	4,041.76	3,692.93
SYSMEX	5,517.54	8,416.47
TAIWAN MANUFACTURING	10,074.79	12,506.25
TOTAL SA	11,333.05	11,202.45
UBS GROUP	3,400.29	2,652.18
UNILEVER	5,657.57	5,736.40
VODAFONE	12,923.78	9,823.27
ACADIA HEALTHCARE	10,038.05	8,275.00
ACCENTURE	9,652.44	13,938.47
APPLE INC	14,954.06	21,426.70
AT&T INC	13,463.94	15,948.75
BLACKROCK INC	7,926.88	9,894.04
CHEVRON CORP	13,379.22	13,653.20
COLGATE PALMOLIVE	9,639.86	9,488.80
CVS HEALTH CORP	11,800.23	13,493.61
DISCOVER FINANCIAL	9,366.22	11,534.40
WALT DISNEY CO	11,562.73	10,838.88
EURONET WORLDWIDE	6,622.85	8,257.02
FIDELITY NATIONAL INFO	10,310.34	14,220.32
GENERAL MOTORS	14,881.69	16,374.80
HONEYWELL INTL	10,543.66	12,859.35
JOHNSON & JOHNSON	10,610.96	12,327.47
JPMORGAN CHASE & CO	12,530.33	19,328.96
LOWES COMPANIES	9,411.50	12,303.76
MARSH & MCLENNAN	8,907.60	11,625.48
MEDTRONIC	14,020.38	13,177.55
MICROSOFT CORP	11,810.27	18,952.70
MONDELEZ INTERNATIONAL	10,488.71	10,905.18
MONSANTO CO	11,621.72	10,941.84
NIELSEN	8,518.47	7,928.55
NOVO NORDISK	8,709.53	8,176.08
PACKAGING CORP OF AMERICA	8,305.04	10,772.14
PEPSICO INC	13,135.03	14,334.31
PFIZER INC	12,450.38	12,764.64
PHILLIPS 66	12,231.66	14,603.29
PRAXAIR INC	9,832.37	9,258.01
UNION PACIFIC	10,963.83	13,685.76
UNITEDHEALTH GROUP	7,655.61	16,804.20
V F CORPORATION	11,060.52	10,083.15

WEC ENERGY GROUP	9,288.28	11,084.85
WELLS FARGO & CO	14,284.23	17,745.42
WHIRLPOOL CORP	9,239.53	11,451.51
ABBVIE INC	11,058.35	14,026.88
AMAG PHARMACEUTICALS	6,211.00	7,273.20
AMERICAN EAGLE OUTFITTERS	7,980.49	7,069.22
AMERICAN AXLE & MFG	8,396.52	11,425.60
AMERICAN EQUITY	7,956.02	8,970.92
AMERICAN HEALTHCARE SER	5,059.68	6,690.30
ANI PHARMAVEUTICALS	5,053.45	5,273.94
APOGEE ENTERPRISES	8,526.58	9,962.16
ARRIS INTL	8,715.90	9,310.17
ASHFORD HOSPITALITY	2,842.53	3,678.24
BIG LOTS INC	7,345.29	7,631.92
BLOOMIN BRANDS	10,961.05	10,150.89
BOISE CASCADE CO	4,604.79	5,265.00
BOYD GAMING	9,657.83	10,569.08
BUILDERS FIRSTSOURCE	7,048.31	6,603.94
CACI INTL	9,747.88	9,695.40
CALATLANTIC GROUP	8,359.95	8,876.61
CALLON PETE	7,753.07	7,946.29
CARDTRONICS	7,321.90	8,076.36
CARRIZO OIL & GAS	9,215.66	9,300.15
CHEMICAL FINANCIAL	7,894.96	8,883.88
CHES UTILITIES CORP	4,212.45	4,619.55
CHUBB LTD	9,731.14	12,155.04
CINEMARK HOLDINGS	8,975.59	8,592.64
CIRRUS LOGIC	5,700.53	5,936.70
CISCO SYSTEMS INC	8,209.35	8,129.18
COHERENT INC	9,082.49	10,303.88
COLUMBIA PROPERTY	6,992.96	7,322.40
CYNOSURE INC VOTING	4,591.45	4,924.80
DELEK US	3,616.20	5,054.70
DEPOMED INC	1,567.22	2,666.96
DREW INDUSTRIES	5,885.39	6,896.00
DUPONT FABROS TECH	6,934.36	7,687.75
DYCOM INDS	13,783.86	13,087.27
EAGLE BANCORP INC	7,258.49	8,167.30
ELECTRONICS FOR IMAGING	10,096.48	10,131.66
EMCOR GROUP INC	7,288.22	7,783.60
EMERGENT BIOSOLUTIONS	10,184.14	10,673.00
ENERSYS	6,813.41	7,263.30
ENTEGRIS INC	6,713.97	7,034.70
EPR PROPERTY	8,904.59	9,545.41
EXTRA SPACE STORAGE	8,870.95	7,492.28
FNC CORP	11,566.07	12,695.76
FABRINET	5,581.13	5,762.90
FCB FINANCIAL	6,890.60	8,204.40
FIRST INST BANCSYSTEM	5,220.38	5,701.70
GLOBUS MED	5,431.60	6,202.50
GRAND CANYON EDUCATION	8,071.31	8,884.40
GRANITE CONST	7,905.21	7,920.00
GRAPHIC PACKAGING	11,422.41	11,169.60
GREAT WESTERN BANCORP	12,987.38	15,823.17

GULFPORT ENERGY	12,052.87	8,612.72
HEADWATERS INC	3,474.32	7,244.16
HILLTOP HOLDINGS	8,602.49	9,685.00
HOME BANCSHARES	9,138.87	11,635.63
HOPE BANCORP	5,894.44	7,245.59
HORACE MANN EDUCATORS	4,374.71	5,093.20
HORIZON PHARMA	5,413.67	4,417.14
HUNTSMAN CORP	9,593.11	9,692.64
ICU MEDICAL INC	7,884.00	7,956.90
INGERSOLL RAND	7,907.83	8,854.72
INTEGRATED DEVICE	6,262.20	6,596.80
IRIDIUM COMMUNICATIONS	5,730.75	6,480.00
J2 GLOBAL INC	10,255.04	11,942.80
KATE SPADE & CO	5,853.92	6,683.86
KITE REALTY GROUP	6,836.87	6,550.92
KORN.FERRY INTL	5,169.58	6,680.61
LOCKHEED MARTIN CORP	12,487.24	12,996.88
MASTEC INC	7,937.89	8,070.75
MATSON INC	5,188.54	5,096.16
MAXIMUS INC	8,136.29	9,093.77
MAXLINEAR INC CL A	5,910.02	6,191.20
METHODE ELECTRONICS	7,095.43	8,435.40
MICROSEMI CORP	9,938.96	11,279.73
NEOPHOTONICS CORP	3,981.58	3,686.21
NEXTERA ENERGY	11,190.20	14,454.66
OMNICELL INC	5,181.59	5,457.90
ORBITAL ATK INC	13,050.08	14,124.53
OXFORD INDUSTRIES	9,644.04	8,718.85
PRIMORIS SERVICES	4,904.62	4,829.36
RADIAN GROUP	12,818.83	15,948.26
RYMAN HOSPITALITY	4,144.42	4,851.77
SCANSOURCE INC	4,255.39	5,003.40
SCHLUMBERGER LTD	10,385.06	10,829.55
SINCLAIR BROADCASTING CL A	9,263.12	11,138.90
SKYWEST INC	3,506.37	3,863.70
STAMPS.COM	7,748.12	8,828.05
SUPERNUS PHARMACEUTICALS	5,091.93	6,312.50
SWIFT TRANSPORTATION	8,151.91	8,282.40
SYNERGY RESOURCES	9,325.74	10,469.25
TE CONNECTIVITY	10,284.94	11,569.76
TESSERA HOLDING	10,810.60	12,508.60
THOR INDUSTRIES	6,761.32	8,504.25
TRI POINTE GROUP	8,808.14	8,828.12
TRINSEO	9,868.35	11,029.80
US CONCRETE	7,912.37	8,842.50
UMPQUA HOLDINGS	7,422.76	8,263.20
VCA INC	7,866.70	8,855.85
WEB COM	5,379.22	7,592.85
WESBANCO INC	4,553.23	5,339.44
WESTERN ALLIANCE BANCORP	13,869.86	16,123.01
WINTRUST FINANCIAL	10,648.97	12,844.89
WOLVERINE WORLD WIDE	8,094.12	7,880.05
BERKSHIRE HATHAWAY	12,593.80	16,298.00
DIAGEO	22,533.95	20,788.00

GENERAL MILLS	27,382.49	26,561.10
MERCK AND CO	21,530.28	24,666.53
ASAHI KASEI CORP	4,087.42	3,863.48
BRENNTAG	2,662.86	2,732.57
CARLSBERG	8,289.38	8,040.72
DNB NOR	2,798.33	3,415.95
JAPAN TOBACCO	2,691.50	2,109.29
KERING	3,914.29	4,049.61
NASPERS	2,722.71	3,026.34
NIDEC CORP	3,682.19	4,582.74
ROYAL DUTCH SHELL	2,744.92	3,014.44
RYOHIN KEIKAKU	8,386.08	7,857.03
SAP	2,790.25	2,823.78
WPP PLC	2,690.07	2,804.91
WYNN MACAU	2,537.98	2,758.24
GENMAB	6,191.16	5,990.17
ABBOTT LABS	18,058.90	17,015.63
ABBVIE INC	6,716.81	6,950.82
ACCENTURE	41,665.27	40,409.85
AETNA INC	10,117.48	9,300.75
AGRIUM INC	4,031.90	4,122.55
ALLIANZ SE	5,137.65	5,191.20
ALPHABET INC CL C	27,270.79	37,047.36
ALPHABET INC CL A	13,263.72	28,528.20
ALTRIA GROUP	10,210.03	11,224.92
AMAZON.COM	20,192.32	36,743.63
AMDOCS LIMITED	9,372.31	16,543.00
AMERICAN EXPRESS	13,030.76	15,038.24
AMEREN CORP	7,939.78	8,708.36
AMETEK INC	5,585.26	7,921.80
AMPHENOL	4,673.90	10,214.40
AON PLC	29,032.85	33,793.59
ARCHER DANIELS MIDLAND	19,473.25	19,583.85
ASTRAZENECA	9,037.95	8,059.40
AT&T INC	10,313.48	12,886.59
ATHENAHEALTH INC	7,408.72	9,360.13
ATLASSIAN CORP	7,604.65	6,549.76
AUTOMATIC DATA PROCESSING	4,764.58	5,344.56
AXA	6,796.10	6,602.40
BAE SYS	6,283.61	7,751.01
BASF	7,026.58	7,313.03
BCE INC	11,408.25	11,458.60
BELDEN INC	4,778.54	8,673.32
BIOMARIN PHARMACEUTICALS	14,700.11	13,585.76
BLACKROCK INC	4,484.78	4,566.48
BOSTON SCIENTIFIC	27,646.32	32,466.63
BRITISH AMERICAN TOBACCO	8,670.70	9,238.94
BROADCOM	20,733.35	25,101.34
BROADRIDGE FINANCIAL	10,833.46	13,591.50
CADENCE DESIGN	7,787.24	14,173.64
CANADIAN PACIFIC RAILWAY	6,630.02	6,567.42
CARTER HOLDINGS	6,373.73	6,824.81
CBS CORP	14,919.01	16,922.92
CELGENE CORP	31,801.75	33,567.50

CENTURYLINK INC	3,728.70	3,685.90
CHARTER COMMUNICATIONS	13,030.88	16,699.36
CHUBB LTD	24,449.92	25,631.28
CIE GENERALE	5,393.33	5,397.03
CIGNA CORP	13,139.60	13,072.22
CIMPRESS	4,658.01	10,809.98
CISCO SYSTEMS	14,912.25	15,563.30
CITIGROUP INC	21,310.03	25,020.03
CITRIX SYSTEMS	13,752.08	16,075.80
CME GROUP	26,170.91	26,184.45
COCA COLA	30,894.54	28,275.72
COMCAST CORP CL A	49,750.67	55,861.45
COMMONWEALTH BK	4,526.40	4,748.00
CONAGRA BRANDS INC	7,609.99	10,362.10
COSTAR GROUP	5,081.07	7,916.58
COSTCO WHOLESALE	24,973.26	25,137.27
COTY INC	13,482.61	13,091.65
CROWN CASTLE	17,455.08	20,911.57
CVS HEALTH CORP	22,772.20	23,436.27
DAIMLER	7,603.62	8,129.13
DANAHER CORP	29,374.37	33,782.56
DELPHI AUTOMOTIVE	22,841.79	21,552.00
DENTSPLY SIRONA	10,332.22	9,756.37
DEUTSCHE POST	6,948.60	7,268.28
DEUTSCHE TELE	6,111.28	6,703.20
DIAGEO	4,797.76	4,885.18
DOMINION RES	4,836.04	5,208.12
DOW CHEMICAL	21,743.91	24,490.16
EI DUPONT DE NEMOURS	9,128.65	9,468.60
DUKE ENERGY	11,431.16	11,798.24
DUNKIN BRABDS GROUP	12,101.43	14,001.48
EATON CORP	27,576.94	27,573.99
ELI LILLY & CO	20,313.89	19,196.55
EMERSON ELECTRIC	4,810.75	4,794.50
ENTERGY CORP	9,422.06	9,036.81
EOG RESOURCES	22,075.91	23,960.70
EQUIFAX INC	5,120.95	5,083.89
EXPEDITORS INTL	8,362.94	11,545.28
EXXON MOBIL CORP	7,336.85	8,484.44
FACEBOOK INC	27,517.00	39,232.05
FIDELITY NATIONAL INFO	28,409.16	30,709.84
FISERV INC	12,978.99	13,816.40
FLEX LTD	5,881.70	9,958.41
FORTINET	6,103.72	5,662.56
FORTIVE	6,722.06	8,956.21
ARTHUR J. GALLAHER	3,941.63	4,000.92
GARTNER INC	4,103.76	8,489.88
GAS NATURAL	4,186.56	4,398.24
GILDAN ACTIVEWEAR	9,947.36	10,528.55
GLAXOSMITHKLINE	9,627.03	9,280.91
GOLDMAN SACHS GROUP	48,928.43	57,228.55
HOME DEPOT INC	22,758.66	28,961.28
HONEYWELL INTL	44,837.31	48,888.70
ILLINOIS TOOL	17,129.37	17,021.94

IMPERIAL BRANDS	8,048.26	9,189.05
INTERPUBLIC GROUP	5,308.79	5,922.73
INTUIT INC	22,258.38	30,944.70
IRON MOUNTAIN	6,723.35	6,918.24
JM SMUCKER	20,929.12	21,001.84
JACK HENRY & ASSOC	7,179.53	11,718.96
JOHNSON & JOHNSON	34,703.63	41,245.18
JOHNSON CONTROLS	26,083.29	23,766.63
JPMORGAN CHASE & CO	48,468.86	79,731.96
KELLOGG CO	13,478.59	12,014.73
KIMBERLY CLARK	6,185.25	6,276.60
KLA TENCOR	7,915.88	12,824.84
THE KRAFT HEINZ CO	15,318.92	15,630.28
LAMAR ADVERTISING	11,799.26	17,482.40
LOCKHEED MARTIN CORP	5,907.09	5,748.62
LPL FINANCIAL HOLDINGS	13,400.21	11,372.83
MCDONALDS CORP	8,010.80	8,520.40
MCKESSON CORP	12,090.20	11,657.35
MEDTRONIC	35,419.66	31,412.43
MERCK AND CO	32,508.14	29,493.87
METLIFE INC	21,939.95	25,220.52
MICROCHIP TECH	4,912.66	5,003.70
MICROSOFT CORP	59,592.62	62,326.42
MOLSON COOR BREW CL B	11,804.64	14,791.12
MSCI INC CL A	6,362.78	14,180.40
MUENCHENER RUECK	11,045.75	10,638.95
NASDAQ	19,476.40	19,464.80
NATIONAL GRID	11,703.63	11,374.35
NATIONAL INSTRUMENTS	10,008.63	11,187.66
NESTLE	27,513.56	28,265.56
NEUROCRINE BIOSCIENCE	5,706.84	4,063.50
NICE LTD	11,520.28	14,439.60
NORTHROP GRUMMAN	28,529.37	27,211.86
NOVARTIS	4,454.15	4,370.40
NUCOR CORPORATION	11,418.00	13,392.00
OCCIDENTAL PETE	25,299.49	27,281.09
OMNICOM GROUP	5,464.32	8,851.44
ON SEMICONDUCTOR	5,495.25	10,565.28
ORACLE CORP	20,086.16	18,878.95
ORKLA	6,400.32	6,386.16
PEOPLES UNITED FINANCIAL	4,504.64	4,859.36
PEPSICO INC	4,430.36	4,499.09
PERKINELMER	10,662.03	11,160.10
PFIZER INC	23,080.91	24,489.92
PHILIP MORRIS INTL	59,315.71	59,742.97
PIONEER NATURAL	7,659.11	9,003.50
PNC FINANCIAL	14,296.36	27,953.44
PPG INDUSTRIES	30,738.03	30,038.92
PPL CORPORATION	11,030.94	11,270.55
PROCTER & GAMBLE	4,701.31	5,297.04
QUALCOMM	9,208.74	8,997.60
QUANTA SERVICES	8,646.25	8,503.40
QUINTILES	10,976.70	11,103.30
RAYTHEON CO	13,887.86	18,602.00

REGAL ENTERTAINMENT	5,619.57	5,191.20
REXNORD CORP	14,486.00	10,088.85
REYNOLDS AMERICAN	10,832.51	11,544.24
RITCHIE BROS	10,498.32	16,354.00
ROCHE HOLDINGS	7,352.45	6,989.85
ROGERS COMMUNICATION	7,153.50	7,330.20
ROPER INDUSTRIES	2,542.74	7,323.20
ROYAL BANK CA	4,868.31	4,807.41
ROYAL DUTCH SHELL	8,903.76	9,625.26
RYANAIR	4,932.70	10,324.24
SALESFORCE	10,158.15	11,295.90
SANOFI	5,742.62	5,216.76
HENRY SCHEIN	7,616.57	14,715.87
SCHLUMBERGER LTD	30,852.03	31,817.05
SCOR	4,991.64	5,236.00
SEALED AIR	14,125.07	13,738.02
SENSDATA TECH	17,102.22	19,591.85
SERVICEMASTER GLOBAL	7,436.55	7,571.67
SERVICENOW INC	7,181.19	6,244.56
SIEMENS	8,563.04	8,936.66
SINGAPORE EXCHANGE	3,617.59	3,576.23
SINGAPORE TELECOM	4,696.60	4,314.62
SKY PLC	5,933.32	7,303.98
SONIC HEALTHCARE	3,333.28	3,886.08
SOUTHEN COMPANY	5,428.10	5,558.47
SPLUNK INC	5,758.72	5,268.45
SS AND C TECHNOLOGIES	9,006.01	11,440.00
SSE PLC	5,981.58	6,048.36
STATOIL	6,746.18	7,405.44
STERIS	12,218.93	11,793.25
SUPERIOR ENERGY	11,824.32	11,039.52
SVENSKA HANDELSBANKEN	4,906.98	4,850.82
SWISSCOM	8,350.96	8,410.37
SYNCHRONY FINANCIAL	15,860.29	17,989.92
TAIWAN MANUFACTURING	5,601.87	6,900.00
TD AMERITRADE	12,357.13	15,696.00
TE CONNECTIVITY	7,902.50	15,172.32
TELEFLEX INC	7,851.09	9,669.00
TELSTRA	7,688.29	7,577.90
TELUS CORP	4,593.37	4,713.80
TERADATA	5,867.49	5,189.47
TERNA	9,340.94	9,776.70
TESARO	5,812.57	7,530.88
TEXAS INSTRUMENTS	66,623.43	73,772.67
THE PRICELINE GROUP	17,484.15	21,990.90
THERMO FISHER SCIENTIFIC	19,648.93	17,919.70
TIME WARNER	10,683.32	12,741.96
TJX COS INC	22,498.39	23,140.04
TOTAL SA	10,149.64	10,499.82
TRAVELERS COS	20,673.10	24,728.84
ULTA SALON	12,680.00	19,630.38
UNIBAIL-RODAMCO	7,904.78	8,319.50
UNILEVER	5,824.65	5,901.50
UNION PACIFIC	39,370.40	47,796.48

UNITED PARCEL CL B	5,440.32	5,502.72
UNITED TECHS	33,041.29	35,078.40
UNITEDHEALTH GROUP	30,767.00	37,289.32
US BANCORP	30,459.63	35,393.93
VARIAN MEDICAL	10,900.80	15,621.72
VERISK ANALYTICS	12,204.05	20,373.67
VERIZON COMM	10,465.30	11,796.98
VINCI	4,671.41	4,734.63
VODAFONE	10,277.17	9,454.41
VULCAN MATERIALS	11,046.82	11,764.10
WALGREENS	10,004.98	9,848.44
WASTE MANAGEMENT	5,318.07	5,672.80
WATERS CORP	5,312.97	8,869.74
WEC ENERGY GROUP	9,268.93	9,794.55
WELLS FARGO & CO	25,726.41	41,883.60
WELLTOWER	10,943.53	12,047.40
WESTPAC BANKING	6,152.55	6,081.32
WEX INC	12,232.46	14,619.60
WORLD FUEL SERVICES	5,403.24	6,794.68
WESTERN DIGITAL	8,432.75	8,357.85
XCEL ENERGY	19,111.15	19,902.30
XILINX INC	9,322.48	15,515.09
ZOETIS	8,772.06	8,939.51
3M COMPANY	18,393.90	18,928.42
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,286,255.44	6,023,601.50

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALLIANZGI INCOME AND GROWTH	FMV	51,215.96	50,678.08
BLACKROCK MULTI ASSET	FMV	130,533.11	123,885.14
BLACKROCK LOW DURATION	FMV	19.37	0.00
CALAMOS MARKET NEUTRAL	FMV	144,484.00	144,752.64
FIRST EAGLE GLOBAL I	FMV	155,603.65	156,636.46
GOTHAM ABSOLUTE RETURN	FMV	85,068.94	85,126.16
CONSUMER DISCRETIONARY	FMV	149,240.75	184,208.20
HEALTH CARE SELECT	FMV	127,087.91	157,872.60
ISHARES MSCI EAFE	FMV	333,735.60	298,290.91
ISHARES IBOXX CORP BOND	FMV	95,143.76	95,384.52
ISHARES TIPS BOND	FMV	95,906.16	95,854.99
ISHARES 3-7 YEAR	FMV	107,171.10	105,971.15
ISHARES MSB ETF	FMV	197,727.14	191,943.70
ISHARES INC CORE	FMV	83,645.42	88,678.05
VANEK VECTORS	FMV	31,281.44	27,966.40
MATERIAL SELECT	FMV	32,141.96	32,603.20
POWERSHARES EM SOV BD	FMV	74,772.98	73,730.34
POWERSHARES PREFERRED	FMV	19,095.10	18,641.30
SECTOR SPDR CONSUMER	FMV	167,591.87	176,537.94

SECTOR SPDR ENERGY	FMV	127,314.55	133,015.12
SECTOR SPDR INDUSTRIAL	FMV	202,229.77	226,978.56
SECTOR SPDR UTILITIES	FMV	79,953.22	86,697.45
VANGUARD FINANCIALS	FMV	123,197.52	151,342.50
VANGUARD INFORMATION	FMV	187,484.42	244,579.50
VANGUARD TELECOM	FMV	39,889.80	46,870.20
VANGUARD INTERMEDIATE BD	FMV	261,639.72	255,024.90
VANGUARD SHORT TERM BOND	FMV	57,923.49	57,362.90
ALLIANZGI SHORT HIGH INCOME	FMV	100,138.47	100,937.48
FIRST EAGLE GLOBAL INCOME BUILDER	FMV	142,768.89	143,432.72
JANUS GLOBAL	FMV	121,371.10	120,038.37
LORD ABBETT SHORT INCOME	FMV	90,906.63	90,906.63
PRINCIPAL PREFERRED SEC	FMV	359.68	355.83
ISHARES IBOXX HIGH YIELD	FMV	28,985.18	29,859.75
REAL ESTATE SELECT	FMV	61,532.27	56,826.00
SPDR S&P INSURANCE	FMV	52,043.60	60,304.65
ISHARES RUSSELL 1000 GROWTH	FMV	49,700.02	50,561.80
FIXED INCOME SHARES SERIES C F	FMV	236,270.93	209,291.25
FIXED INCOME SHARES SERIES M F	FMV	205,246.75	196,731.40
TOTAL TO FORM 990-PF, PART II, LINE 13		4,250,422.23	4,369,878.79

FORM 990-PF — OTHER ASSETS — STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PURCHASED	0.00	656.01	0.00
TO FORM 990-PF, PART II, LINE 15	0.00	656.01	0.00