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
Dennis M Jones Family Foundation
Formerly Dennis & Judith Jones Char FD T
% JUDITH A JONES

A Employer identification number
43-6786094

Number and street (or P O box number if mail is not delivered to street address) 1700 South Warson Road | Room/suite

B Telephone number (see instructions)
(314) 576-6100

City or town, state or province, country, and ZIP or foreign postal code
St Louis, MO 63124

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 54,467,159

J Accounting method ☑ 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) (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)	9,250			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,260,162	1,260,162		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,228,268			
	b	Gross sales price for all assets on line 6a 3,417,679				
	7	Capital gain net income (from Part IV, line 2)		1,228,268		
	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)				
	12	**Total.** Add lines 1 through 11	2,497,680	2,488,430		
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)	6,200	6,200	0	0
	c	Other professional fees (attach schedule)	431,105	431,105		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	32,600			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	469,905	437,305	0	0
	25	Contributions, gifts, grants paid	800,500			800,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,270,405	437,305	0	800,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,227,275			
	b	**Net investment income** (if negative, enter -0-)		2,051,125		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,016,098	3,433,951	3,433,951
	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)	6,059,579	5,578,495	6,172,577
	b	Investments—corporate stock (attach schedule)	22,587,194	22,878,608	44,354,533
	c	Investments—corporate bonds (attach schedule)	492,527	491,648	506,098
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	29		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	31,155,427	32,382,702	54,467,159
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	31,155,427	32,382,702	
	30	**Total net assets or fund balances** (see instructions)	31,155,427	32,382,702	
	31	**Total liabilities and net assets/fund balances** (see instructions)	31,155,427	32,382,702	

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	31,155,427
2	Enter amount from Part I, line 27a	2	1,227,275
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	32,382,702
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	32,382,702

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	LONG TERM COVERED	P		2016-12-31
b	IL ST GO BE 6725 35AP01	P	2010-09-30	2016-04-27
c	IL ST GO BE 5100 33JNO1	P	2010-09-22	2016-04-27
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	2,914,166		1,719,068	1,195,098
b	264,115		250,000	14,115
c	239,398		210,625	19,055
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				1,195,098
b				14,115
c				28,773
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	1,228,268
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	4,487,094	51,214,165	0 087614
2014	2,816,971	51,287,654	0 054925
2013	2,456,725	46,247,483	0 053121
2012	1,999,496	41,472,832	0 048212
2011	1,849,774	40,433,028	0 045749

2	**Total** of line 1, column (d)	2	0 289621
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 057924
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	50,871,652
5	Multiply line 4 by line 3	5	2,946,690
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,511
7	Add lines 5 and 6	7	2,967,201
8	Enter qualifying distributions from Part XII, line 4	8	800,500

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	41,023
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	41,023
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	41,023
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	68,890		
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	68,890
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	27,867
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 27,867 **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) ▶MO			
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 ▶N/A

14 The books are in care of ▶JUDITH A JONES Telephone no ▶(314) 993-9521

Located at ▶1700 SOUTH WARSON ROAD ST LOUIS MO ZIP+4 ▶63124

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
J DENISE FRANZ 2220 S Warson Road St Louis, MO 63124	TRUSTEE 0	0	0	0
DENNIS M JONES JR 670 Old Riverwoods Lane St Louis, MO 63017	TRUSTEE 0	0	0	0
JUDITH A JONES 1700 S Warson Road St Louis, MO 63124	TRUSTEE 0	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	Title, and average hours per week **(b)** 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	48,984,942
b	Average of monthly cash balances.		1b	2,661,405
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	51,646,347
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	51,646,347
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	774,695
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	50,871,652
6	**Minimum investment return.** Enter 5% of line 5.		6	2,543,583

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

1	Minimum investment return from Part X, line 6.		1	2,543,583
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 41,023		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	41,023
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	2,502,560
4	Recoveries of amounts treated as qualifying distributions.		4	
5	Add lines 3 and 4.		5	2,502,560
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	2,502,560

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	800,500
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	800,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	800,500

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

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					2,502,560
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
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.	407,741				
f **Total** of lines 3a through e.		407,741			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 800,500					
a Applied to 2015, but not more than line 2a				0	
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.					800,500
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))*		407,741			407,741
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					1,294,319
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9					
a Excess from 2012. . . .					
b Excess from 2013. . . .					
c Excess from 2014. . . .					
d Excess from 2015. . . .					
e Excess from 2016. . . .					

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			
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
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))

NA

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

NA

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**				800,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	1,260,162	
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	1,228,268	
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)				2,488,430	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,488,430

(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

******	2017-05-15	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Richard F Kraner CPA				P01075151
Firm's name ▶ BDO USA LLP				Firm's EIN ▶
Firm's address ▶ 101 S HANLEY RD STE 800 ST LOUIS, MO 63105				Phone no (314) 889-1100

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*				
Connections to Success 1431 Kingsland Avenue St Louis, MO 63133	none	PC	charitable	250,000
Junior Achievement of Greater St Louis 17339 N Outer 40 Road Chesterfield, MO 63005	NONE	PC	charitable	300,000
The Josh Chamberlain Society PO Box 8475 Olivette, MO 63132	none	PC	Charitable	50,000
Society of St Vincent 1310 Papin Street St Louis, MO 63103	none	PC	charitable	45,000
Variety the Children's Charity of St Louis 11840 Westline Industrial Drive St Louis, MO 63146	NONE	PC	Charitable	50,000
Our Lady's Inn 8790 Manchester Road 202 St Louis, MO 63144	NONE	PC	Charitable	5,000
FOCUS 815 Olive Street 110 St Louis, MO 63101	NONE	PC	Charitable	100,000
USO of Missouri 10701 Lambert International Blvd PO Box 10367 St Louis, MO 63145	None	PC	Charitable	500
Total . . . . ▶ **3a**				800,500

TY 2016 Accounting Fees Schedule

Name: Dennis M Jones Family Foundation
Formerly Dennis & Judith Jones Char FD T

EIN: 43-6786094

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	6,200	6,200		

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

TY 2016 Depreciation Schedule

Name: Dennis M Jones Family Foundation
Formerly Dennis & Judith Jones Char FD T

EIN: 43-6786094

TY 2016 Investments Corporate Bonds Schedule

Name: Dennis M Jones Family Foundation

Formerly Dennis & Judith Jones Char FD T

EIN: 43-6786094

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS-ATTACHED	491,648	506,098

TY 2016 Investments Corporate Stock Schedule

Name: Dennis M Jones Family Foundation
Formerly Dennis & Judith Jones Char FD T

EIN: 43-6786094

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYNERGY HOLDING CORP.	650,000	
CORPORATE STOCK - ATTACHED	22,228,608	44,354,533

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TY 2016 Investments Government Obligations Schedule

Name:	Dennis M Jones Family Foundation Formerly Dennis & Judith Jones Char FD T
EIN:	43-6786094
US Government Securities - End of Year Book Value:	5,578,495
US Government Securities - End of Year Fair Market Value:	6,172,577
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2016 Other Assets Schedule

Name: Dennis M Jones Family Foundation

Formerly Dennis & Judith Jones Char FD T

EIN: 43-6786094

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	29		

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TY 2016 Other Professional Fees Schedule

Name: Dennis M Jones Famıly Foundatıon

Formerly Dennıs & Judıth Jones Char FD T

EIN: 43-6786094

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	431,105	431,105		

TY 2016 Taxes Schedule

Name: Dennis M Jones Family Foundation
Formerly Dennis & Judith Jones Char FD T

EIN: 43-6786094

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	32,600			

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491135009217

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**
Dennis M Jones Family Foundation Formerly Dennis & Judith Jones Char FD T	43-6786094

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
Dennis M Jones Family Foundation
Formerly Dennis & Judith Jones Char FD T

Employer identification number
43-6786094

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	JUDITH A JONES 1700 S WARSON ROAD ST LOUIS, MO63124	$ 6,200	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
Dennis M Jones Family Foundation Formerly Dennis & Judith Jones Char FD T	43-6786094

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
		$	

(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
Dennis M Jones Family Foundation
Formerly Dennis & Judith Jones Char FD T

Employer identification number
43-6786094

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

Account Detail

Portfolio Management Basic Securities Account
033-118434-513

J A JONES, J D FRANZ, D M JONES JR
FAMILY FOUNDATION AMND/REST

INTERESTED PARTY COPY

Investment Objectives †: Capital Appreciation, Income, Speculation, Aggressive Income

Investment Advisory Account

† Inform us if your investment objectives, as defined in the Expanded Disclosures, change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis. "Market Value" and "Unrealized Gain/(Loss)" may not reflect the value that could be obtained in the market. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated Annual Income a) is calculated on a pre-tax basis, b) does not include any reduction for applicable non-US withholding taxes, c) may include return of principal or capital gains which could overstate such estimates, and d) for securities that have a defined maturity date within the next 12 months, is reflected only through maturity date. Actual income or yield may be lower or higher than the estimates. Current yield reflects the income generated by an investment, and does not reflect changes in its price. Structured Investments, identified on the Position Description Details line as "Asset Class: Struct Inv," may appear in various statement product categories. When displayed, the accrued interest, annual income and current yield for those with a contingent income feature (e.g., Range Accrual Notes or Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant period and payment in full of all contingent interest. For Floating Rate Securities, the accrued interest, annual income and current yield are estimates based on the current floating coupon rate and may not reflect historic rates within the accrual period.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. You have the right to instruct us to liquidate your bank deposit balance(s) or shares of any money market fund balance(s) at any time and have the proceeds of such liquidation remitted to you. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Market Value	7-Day Current Yield %	Est Ann Income	APY %
CASH	$16,674.96			
MS U.S. GOV'T MONEY MARKET TR	3,045,182 75	0.070	2,131 63	—

	Percentage of Holdings	Market Value	Est Ann Income
CASH, BDP, AND MMFs	5.65%	**$3,061,857.71**	**$2,131.63**

Certain money market funds classified as government funds and retail funds seek (although they cannot guarantee) to maintain a share price of $1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures. The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ALIBABA GROUP HLDG LTD (BABA)	7/22/15	5,286 000	$83 471	$87 810	$441,225.59	$464,163 66	$22,938 07 LT		
	8/12/15	6,663.000	72.282	87 810	481,615 63	585,078 03	103,462 40 LT		
	Total	11,949 000			922,841.22	**1,049,241.69**	126,400 47 LT	—	—
Asset Class: Equities									
ALPHABET INC CL A (GOOGL)	2/2/12	906 000	293 236	792 450	265,671 75	717,959.70	452,287 95 LT		
	11/20/12	486 000	336.386	792 450	163,483 46	385,130 70	221,647 24 LT		

Security Mark at Right

Account Detail

Portfolio Management Basic Securities Account
033-118434-513

J A JONES, J D FRANZ, D M JONES JR
FAMILY FOUNDATION AMND/REST

INTERESTED PARTY COPY

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	1,392 000			429,155.21	**1,103,090.40**	673,935 19 LT	—	—
Asset Class: Equities									
ALPHABET INC CL C (GOOG)	2/2/12	907 000	291.713	771 820	264,583 35	700,040.74	435,457.39 LT		
	11/20/12	488 000	333 937	771 820	162,961.14	376,648 16	213,687 02 LT		
	Total	1,395.000			427,544 49	**1,076,688.90**	649,144 41 LT	—	—
Asset Class: Equities									
AMERICAN EXPRESS CO (AXP)	4/15/03	3,865 000	31 474	74 080	121,646 82	286,319.20	164,672 38 LT		
	9/18/08	8,371 000	34 446	74 080	288,343.28	620,123.68	331,780 40 LT		
	10/24/08	5,605 000	23 758	74 080	133,160.79	415,218 40	282,057 61 LT		
	Total	17,841 000			543,150 89	**1,321,661.28**	778,510 39 LT	22,836 00	1 72
Next Dividend Payable 02/2017; Asset Class. Equities									
AMGEN INC (AMGN)	1/17/08	6,953 000	47 716	146.210	331,765 87	1,016,598 13	684,832 26 LT		
	10/24/08	3,875 000	55.725	146.210	215,935 75	566,563 75	350,628 00 LT		
	Total	10,828 000			547,701 62	**1,583,161.88**	1,035,460.26 LT	49,809.00	3 14
Next Dividend Payable 03/2017; Asset Class: Equities									
AT&T INC (T)	12/7/12	28,774 000	33.690	42.530	969,396 06	**1,223,758.22**	254,362 16 LT	56,397.00	4 60
Next Dividend Payable 02/2017; Asset Class· Equities									
BROADCOM LTD SHS (AVGO)	3/18/11	16,348.000	30 090	176 770	491,912 95	**2,889,835.96**	2,397,923 01 LT	66,700 00	2.30
Next Dividend Payable 03/2017; Asset Class: Equities									
CATERPILLAR INC (CAT)	1/18/13	4,590 000	97 518	92 740	447,607 62	**425,676.60**	(21,931 02) LT	14,137.00	3.32
Next Dividend Payable 02/2017; Asset Class: Equities									
CHEVRON CORP (CVX)	1/13/03	8,038.000	34 074	117 700	273,882 79	946,072.60	672,189 81 LT		
	4/15/03	4,200 000	31 800	117 700	133,560 00	494,340 00	360,780.00 LT		
	10/24/08	2 795 000	63 200	117 700	176,643 72	328,971 50	152,327 78 LT		
	Total	15,033 000			584,086 51	**1,769,384.10**	1,185,297.59 LT	64,943 00	3 67
Next Dividend Payable 03/2017. Asset Class: Equities									
CISCO SYS INC (CSCO)	10/10/08	29,109 000	17 169	30 220	499,757 87	879,673 98	379,916.11 LT		
	10/24/08	6,720 000	16 440	30.220	110,476 80	203,078 40	92,601 60 LT		
	5/26/10	902 000	23 690	30 220	21,368 38	27,258 44	5,890 06 LT		
	8/8/12	25,275 000	17 127	30 220	432,889 98	763,810 50	330,920.52 LT		
	Total	62,006 000			1,064,493.03	**1,873,821.32**	809,328.29 LT	64,486 00	3 44
Next Dividend Payable 01/2017; Asset Class: Equities									
COCA COLA CO (KO)	9/30/09	11,550 000	26.565	41 460	306,821 13	**478,863.00**	172,041.87 LT	16,170 00	3 37
Next Dividend Payable 03/2017; Asset Class: Equities									
CSX CORP (CSX)	10/16/13	31,485 000	25.878	35 930	814,771 98	**1,131,256.05**	316,484.07 LT	22,669 00	2 00

023378 MSPDD013 047868

Account Detail

Portfolio Management Basic Securities Account
033-118434-513

J A JONES, J D FRANZ, D M JONES JR
FAMILY FOUNDATION AMND/REST

INTERESTED PARTY COPY

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
Next Dividend Payable 03/2017; Asset Class: Equities									
DELL TECHNOLOGIES INC COM CL V (DVMT)	11/13/12	2,897 000	47.200	54.970	136,738.53	159,248.09	22,509 56 LT		
	4/25/13	790 000	47.200	54 970	37,288 00	43,426.30	6,138 30 LT		
	Total	3,687.000			174,026 53	**202,674.39**	28,647.86 LT	—	—
Asset Class: Equities									
DIAGEO PLC SPON ADR NEW (DEO)	2/25/10	9,346.000	64 520	103.940	603,000.18	**971,423.24**	368,423.06 LT	29,122 00	2.99
Next Dividend Payable 04/2017; Asset Class Equities									
EBAY INC (EBAY)	8/22/11	10,505 000	10.773	29 690	113,173.02	311,893 45	198,720 43 LT		
	8/22/11	10,867 000	10.773	29 690	117,072.94	322,641 23	205,568 29 LT		
	8/29/13	5,759 000	20.169	29 690	116,154.38	170,984 71	54,830.33 LT		
	Total	27,131.000			346,400.34	**805,519.39**	459,119.05 LT	—	—
Asset Class: Equities									
FEDEX CORP (FDX)	4/11/12	7,262.000	88.141	186.200	640,082 12	1,352,184 40	712,102 28 LT		
	8/7/12	4,502 000	89.921	186.200	404,822.99	838,272.40	433,449 41 LT		
	12/13/12	2,457.000	89.663	186.200	220,302 73	457,493 40	237,190 67 LT		
	Total	14,221.000			1,265,207.84	**2,647,950.20**	1,382,742.36 LT	22,754.00	0 85
Next Dividend Payable 01/03/17, Asset Class: Equities									
GILEAD SCIENCE (GILD)	7/19/10	21,346 000	16 424	71 610	350,577.10	**1,528,587.06**	1,178,009.96 LT	40,130.00	2.62
Next Dividend Payable 03/2017, Asset Class Equities									
HALLIBURTON CO (HAL)	10/18/06	13,859.000	29.018	54.090	402,161.85	749,633.31	347,471 46 LT		
	10/24/08	4,790.000	18 169	54 090	87,029 99	259,091 10	172,061.11 LT		
	Total	18,649.000			489,191.84	**1,008,724.41**	519,532.57 LT	13,427.00	1 33
Next Dividend Payable 03/2017, Asset Class Equities									
HOME DEPOT INC (HD)	7/20/10	8,932.000	27.323	134.080	244,052 61	**1,197,602.56**	953,549 95 LT	24,652.00	2.05
Next Dividend Payable 03/2017; Asset Class: Equities									
ILL TOOL WORKS INC (ITW)	12/14/10	12,283.000	51.506	122.460	632,644 51	**1,504,176.18**	871,531.67 LT	31,936 00	2 12
Next Dividend Payable 01/11/17; Asset Class: Equities									
JPMORGAN CHASE & CO (JPM)	4/15/03	5,833.000	27.500	86.290	160,407.50	503,329.57	342,922.07 LT		
	8/31/05	7,582.000	33 617	86 290	254,883 34	654,250 78	399,367 44 LT		
	10/24/08	5,390.000	35 710	86 290	192,479 60	465,103.10	272,623.50 LT		
	2/29/12	676 000	39.295	86.290	26,563.42	58,332.04	31,768 62 LT		
	4/3/14	1,878 000	60 647	86 290	113,894.69	162,052.62	48,157 93 LT		
	Total	21,359.000			748,228 55	**1,843,068.11**	1,094,839.56 LT	41,009.00	2.22
Next Dividend Payable 01/2017, Asset Class: Equities									

Account Detail

Portfolio Management Basic Securities Account
033-118434-513

J A JONES, J D FRANZ, D M JONES JR
FAMILY FOUNDATION AMND/REST

INTERESTED PARTY COPY

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
L BRANDS INC COM (LB)	3/1/16	9,414 000	85.980	65 840	809,418.54	619,817 76	(189,600 78) ST		
	5/5/16	4,383 000	72 160	65 840	316,277 28	288,576 72	(27,700 56) ST		
	Total	13,797.000			1,125,695 82	**908,394.48**	(217,301 34) ST	33,113 00	3 64
Next Dividend Payable 03/2017; Asset Class: Equities									
METLIFE INCORPORATED (MET)	6/28/07	9,887 000	64.956	53 890	642,216.02	532,810 43	(109,405 59) LT		
	11/1/07	13,513 000	66 898	53 890	903,989 97	728,215 57	(175,774 40) LT		
	10/24/08	3,675.000	28 388	53 890	104,327 00	198,045 75	93,718.75 LT		
	Total	27,075 000			1,650,532 99	**1,459,071.75**	(191,461 24) LT	43,320 00	2 96
Next Dividend Payable 03/2017; Asset Class Equities									
MICROSOFT CORP (MSFT)	2/15/01	1,955.000	29 344	62.140	57,367 03	121,483.70	64,116 67 LT		
	2/16/01	7,550 000	28 344	62 140	213,995.31	469,157.00	255,161 69 LT		
	5/21/01	450 000	34 680	62 140	15,606 00	27,963 00	12,357 00 LT		
	1/13/03	970 000	28.160	62 140	27,315 20	60,275 80	32,960.60 LT		
	4/15/03	6,925 000	24 610	62.140	170,424.25	430,319 50	259,895.25 LT		
	10/9/08	20,810 000	23.546	62 140	489,986 02	1,293,133 40	803,147 38 LT		
	10/24/08	6,570 000	22 260	62 140	146,248 20	408,259.80	262,011 60 LT		
	6/29/10	2,898 000	23 830	62 140	69,060.21	180,081.72	111,021.51 LT		
	Total	48,128 000			1,190,002 22	**2,990,673.92**	1,800,671.70 LT	75,080 00	2 51
Next Dividend Payable 03/2017, Asset Class Equities									
NIKE INC B (NKE)	3/29/06	9,318.000	10 667	50 830	99,392 92	473,633 94	374,241 02 LT		
	10/24/08	13.080 000	12 159	50 830	159,038 41	664,856 40	505,817 99 LT		
	Total	22,398 000			258,431.33	**1,138,490.34**	880,059.01 LT	16,127 00	1.41
Next Dividend Payable 01/03/17, Asset Class Equities									
NXP SEMICONDUCTORS NV (NXPI)	2/6/15	5,495 000	83 016	98 010	456,172 92	538,564 95	82,392.03 LT		
	2/9/15	5,920 000	80 272	98 010	475,209 65	580,219.20	105,009 55 LT		
	Total	11,415 000			931,382 57	**1,118,784.15**	187,401 58 LT	—	—
Asset Class: Equities									
PROCTER & GAMBLE (PG)	9/21/09	16,082.000	57 174	84.080	919,473 88	**1,352,174.56**	432,700 68 LT	43,068.00	3.18
Next Dividend Payable 02/2017, Asset Class: Equities									
STRYKER CORP (SYK)	6/28/06	8,140 000	42 013	119 810	341,983.38	975,253 40	633,270.02 LT		
	10/24/08	2,230 000	47 170	119.810	105,188 21	267,176 30	161,988 09 LT		
	Total	10,370.000			447,171 59	**1,242,429.70**	795,258 11 LT	17,629 00	1 41
Next Dividend Payable 01/31/17, Asset Class Equities									
SYMANTEC CORP (SYMC)	8/1/16	42,917 000	20 616	23 890	884,785 46	**1,025,287.13**	140,501 67 ST	12,875 00	1.25
Next Dividend Payable 03/2017, Asset Class Equities									

023378 MSPDD013 047869

Account Detail

Portfolio Management Basic Securities Account
033-118434-513

J A JONES, J D FRANZ, D M JONES JR
FAMILY FOUNDATION AMND/REST

INTERESTED PARTY COPY

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
WAL MART STORES INC (WMT)	4/15/03	524 000	54 540	69.120	28,578.96	36,218.88	7,639 92 LT		
	3/6/07	14,028.000	48 035	69.120	673,829.37	969,615.36	295,785.99 LT		
	10/24/08	2,620 000	51.809	69.120	135,739.84	181,094.40	45,354 56 LT		
	3/24/11	1,390.000	52 804	69.120	73,397.70	96,076.80	22,679.10 LT		
	2/24/14	1,629 000	73 407	69 120	119,579.68	112,596 48	(6,983.20) LT		
	6/30/14	3,556 000	75 211	69.120	267,449.25	245,790 72	(21,658.53) LT		
	Total	23,747.000			1,298,574.80	**1,641,392.64**	342,817.84 LT	47,494 00	2 89
Next Dividend Payable 01/03/17, Asset Class Equities									
WALGREENS BOOTS ALLIANCE INC (WBA)	10/16/07	13,761.000	38.568	82.760	530,737 00	1,138,860 36	608,123.36 LT		
	10/24/08	5,805 000	22.520	82.760	130,728 02	480,421 80	349,693.78 LT		
	Total	19,566.000			661,465.02	**1,619,282.16**	957,817.14 LT	29,349 00	1.81
Next Dividend Payable 03/2017; Asset Class: Equities									
WALT DISNEY CO HLDG CO (DIS)	3/30/06	2,612.000	27.524	104 220	71,892.06	272,222.64	200,330 58 LT		
	10/24/08	4,625 000	22.719	104 220	105,075.84	482,017.50	376,941 66 LT		
	4/16/09	14,087 000	19 970	104.220	281,311.76	1,468,147.14	1 186 835 38 LT		
	Total	21,324.000			458,279 66	**2,222,387.28**	1,764,107.62 LT	33,265.00	1 49
Next Dividend Payable 01/11/17, Asset Class: Equities									

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
STOCKS	**81.81%**	**$22,228,607.55**	**$44,354,533.05**	**$22,202,725.17 LT** **$(76,799.67) ST**	**$932,497.00**	**2.10%**

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
LAS VEGAS NEV CTFS PART CITY HALL PROJ SER-A BUILD AMERICA	9/22/10	250,000.000	$114 032 $111 087	$114 163	$285,080 00 $277,717 00	**$285,407.50**	$7,690 50 LT	$19,375.00 $6,458.33	6 78
Coupon Rate 7.750%, Matures 09/01/2029, CUSIP 517705AN9									
Int. Semi-Annually Mar/Sep 01; Prerefund at 100.00 09/01/2019; Yield to Call 2.247%; Subject to Federal Tax; Moody AA3 S&P AA-, Issued 12/17/09, Asset Class: FI & Pref									
STAFFORD CNTY & STAUNTON VA IN DL DEV AUTH BUILD AMERICA BOND	3/26/10	250,000 000	98 100 98 100	106.299	245,250.00 245,250 00	**265,747.50**	20,497 50 LT	13,780 00 5,205 77	5 18
Coupon Rate 5 512%, Matures 02/15/2025, CUSIP 852413AQ6									
Int. Semi-Annually Feb/Aug 15; Callable $100.00 on 02/15/20; Yield to Call 3.368%; Subject to Federal Tax; Moody AA1 S&P AA+; Issued 03/15/10; Asset Class: FI & Pref									
NEW YORK N Y GENL OBLIG SER-G-1 BUILD AMERICA	3/24/10	250,000 000	100 250 100 170	117 822	250,625.00 250,424.15	**294,555.00**	44,130 85 LT	13,995.00 4,664 99	4.75
Coupon Rate 5 598%, Matures 03/01/2026, CUSIP 64966HYJ3									
Int. Semi-Annually Mar/Sep 01; Yield to Maturity 3.326%; Subject to Federal Tax; Moody AA2 S&P AA; Issued 03/30/10; Asset Class: FI & Pref									

Security Mark at Right

Morgan Stanley

PRIVATE WEALTH MANAGEMENT

Account Detail

Portfolio Management Basic Securities Account
033-118434-513

J A JONES, J D FRANZ, D M JONES JR
FAMILY FOUNDATION AMND/REST

INTERESTED PARTY COPY

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income Accrued Interest	Current Yield %
MARICOPA CNTY ARIZ SCH DIST NO 3 TEMPE EL BUILD AMERICA BOND Coupon Rate 6 000%, Matures 07/01/2027; CUSIP 566880UP3	3/23/10	250,000 000	102 039 101 468	109.513	255,097 50 253,669 44	**273,782.50**	20,113 06 LT	15,000 00 7,500 00	5 47
Int. Semi-Annually Jan/Jul 01; Callable $100.00 on 07/01/20; Yield to Call 3.110%; Subject to Federal Tax; Moody AA2 Insurer ASSURED GUARANTY MUNIC, Issued 02/24/10; Asset Class: FI & Pref									
SEDGWICK CNTY KANS UNI SCH DIS T NO 259 WICHITA BUILD AMERICA Coupon Rate 6.220%, Matures 10/01/2028, CUSIP 815626GQ3	5/12/09	1,000,000 000	103 600 102 640	122 159	1,036,000 00 1,026,396 34	**1,221,590.00**	195,193.66 LT	62,200 00 15,550 00	5 09
Int. Semi-Annually Apr/Oct 01; Yield to Maturity 3.856%; Subject to Federal Tax; Moody AA2 S&P AA; Issued 05/01/09, Asset Class: FI & Pref									
CENTRAL VALLEY SUPPORT SVCS JT PWRS AGY QSCBD Coupon Rate 6 076%, Matures 09/01/2029, CUSIP 155751CY4	7/16/13	290,000.000	100 741 100 636	110 626	292,148.90 291,843.52	**320,815.40**	28,971 88 LT	17,620.00 5,873 46	5 49
Int. Semi-Annually Mar/Sep 01; Yield to Maturity 4.937%; Callable Extraordinary; Subject to Federal Tax; S&P A+, Issued 09/29/11; Asset Class: FI & Pref									
TEXAS ST GENL OBLIG SER-B BUILD AMERICA Coupon Rate 6.072%, Matures 10/01/2029, CUSIP 882722KD2	3/22/10	250,000 000	103 520 102 708	109 632	258,800 00 256,768 86	**274,080.00**	17,311 14 LT	15,180 00 3,795 00	5 53
Int. Semi-Annually Apr/Oct 01; Callable $100.00 on 10/01/19, Yield to Call 2.428%; Subject to Federal Tax; Moody AAA S&P AAA; Issued 08/27/09, Asset Class: FI & Pref									
CLARK CNTY NEV SALES & EXCISE TAX REV BABDP Coupon Rate 6 150%, Matures 07/01/2030, CUSIP 181012BQ7	7/16/13	505,000 000	108 324 107 179	109.134	547,036 20 541,251 70	**551,126.70**	9,875 00 LT	31,058 00 15,528 75	5.63
Int. Semi-Annually Jan/Jul 01; Callable $100.00 on 07/01/20; Yield to Call 3 362%; Subject to Federal Tax; Moody AA2 S&P AA; Issued 08/11/10, Asset Class· FI & Pref									
GARDEN GROVE CALIF UNI SCH DIST BABDP Coupon Rate 6.080%, Matures 08/01/2030, CUSIP 365298L48	8/12/13	250,000 000	105 499 104 770	108.951	263,747 50 261,926 09	**272,377.50**	10,451 41 LT	15,200 00 6,333.33	5.58
Int. Semi-Annually Feb/Aug 01; Callable $100.00 on 08/01/20; Yield to Call 3.404%; Subject to Federal Tax; Moody AA2 S&P AA-; Issued 10/07/10, Asset Class: FI & Pref									
PERALTA CALIF CMNTY COLLEGE DIST REF Coupon Rate 7.309%, Matures 08/01/2031, CUSIP 713575TG3	8/18/14	250,000 000	122 000 119.975	117.737	305,000.00 299,936 78	**294,342.50**	(5,594 28) LT	18,273.00 7,613.54	6.20
Int. Semi-Annually Feb/Aug 01; Yield to Maturity 5.522%; Subject to Federal Tax; Moody A2 S&P A+; Issued 10/28/11; Asset Class: FI & Pref									
NEW YORK CITY GO BUILD AMERICA C-1 Coupon Rate 5.817%, Matures 10/01/2031, CUSIP 64966H4L1	7/18/13	300,000 000	108.750 107 643	111 234	326,250 00 322,929.50	**333,702.00**	10,772 50 LT	17,451.00 4,362.75	5.22
Int Semi-Annually Apr/Oct 01; Callable $100.00 on 10/01/20; Yield to Call 2.649%; Subject to Federal Tax; Moody AA2 S&P AA; Issued 10/20/10, Asset Class. FI & Pref									
CHICAGO ILL GENL OBLIG SER-B Coupon Rate 6.207%, Matures 01/01/2032, CUSIP 167486HL6	9/28/10	250,000 000	102.250 101.850	90 668	255,625.00 254,625.62	**226,670.00**	(27,955 62) LT	15,518.00 7,758.75	6 84
Int. Semi-Annually Jan/Jul 01; Yield to Maturity 7.237%; Subject to Federal Tax; Moody BA1 S&P BBB+; Issued 01/27/10; Asset Class: FI & Pref									
CALIFORNIA ST GENL OBLIG BUILD AMERICA BONDS Coupon Rate 7 500%; Matures 04/01/2034, CUSIP 13063A5E0	5/15/09	490,000.000	101.918 101.637	141 350	499,398.20 498,022 51	692,615 00	194,592.49 LT		
	5/15/09	10,000 000	101.918 101.637	141.350	10,191.80 10,163.72	14,135 00	3,971 28 LT		
	Total	500,000.000			509,590.00 508,186.23	**706,750.00**	198,563 77 LT	37,500 00 9,375.00	5 30
Int. Semi-Annually Apr/Oct 01; Yield to Maturity 4.125%; Subject to Federal Tax; Moody AA3 S&P AA-; Issued 04/28/09, Asset Class: FI & Pref									

023378 MSPDD013 047870

Account Detail

Portfolio Management Basic Securities Account
033-118434-513

J A JONES, J D FRANZ, D M JONES JR
FAMILY FOUNDATION AMND/REST

INTERESTED PARTY COPY

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
MILAN MICH GO AREA SCH BLDG BUILD AMERICA	8/28/13	250,000 000	108.898	107.584	272,245 00			17,750.00	6 59
Coupon Rate 7.100%; Matures 05/01/2034, CUSIP 598801JC3			108.115		270,287 86	**268,960.00**	(1,327 86) LT	2,958.33	
Int. Semi-Annually May/Nov 01; Callable $100.00 on 05/01/19; Yield to Call 3.675%; Subject to Federal Tax; Moody AA1 S&P AA-; Issued 05/04/09; Asset Class: FI & Pref									
CALIFORNIA ST VAR PURP GENL OBLIG BUILD AMERICA	5/28/10	500,000.000	106 040	116 534	530,200.00			39,750 00	6.82
Coupon Rate 7.950%, Matures 03/01/2036; CUSIP 13063BFV9			105 368		526,837 51	**582,670.00**	55,832 49 LT	13,249 99	
Int. Semi-Annually Mar/Sep 01; Callable $100.00 on 03/01/20; Yield to Call 2.486%; Subject to Federal Tax; Moody AA3 S&P AA-; Issued 04/01/10; Asset Class: FI & Pref									

	Percentage of Holdings	Face Value	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
MUNICIPAL BONDS		**5,345,000.000**	**$5,632,695.10**			**$349,650.00**	**5.66%**
			$5,588,050.60	**$6,172,576.60**	**$584,526.00 LT**	**$116,227.99**	
	Adjustment including Non-Covered Bond Premium		$5,578,495.44				
TOTAL MUNICIPAL BONDS (includes accrued interest)	**11.60%**			**$6,288,804.59**			

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
GENERAL ELEC CAP CORP	10/19/07	491,000 000	$101 466	$103 075	$498,198 06			$27,619.00	5 45
Coupon Rate 5 625%; Matures 09/15/2017, CUSIP 36962G3H5			$100 132		$491,647 61	**$506,098.25**	$14,450.64 LT	$8,132 18	
Int. Semi-Annually Mar/Sep 15; Yield to Maturity 1.231%; Moody A1 S&P AA-; Issued 09/24/07; Asset Class: FI & Pref									

	Percentage of Holdings	Face Value	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
CORPORATE FIXED INCOME		**491,000.000**	**$498,198.06**			**$27,619.00**	**5.46%**
			$491,647.61	**$506,098.25**	**$14,450.64 LT**	**$8,132.18**	
TOTAL CORPORATE FIXED INCOME (includes accrued interest)	**0.95%**			**$514,230.43**			

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
TOTAL MARKET VALUE		**$28,308,305.76**	**$54,095,065.61**	**$22,801,701.81 LT**	**$1,311,897.63**	**2.42%**
				$(76,799.67) ST	**$124,360.17**	

Security Mark at Right