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OMB No 1545-0052

2016

Open to Public Inspection

Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private FoundationDepartment of the Treasury
Internal Revenue Service

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.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

HENRY & MIRIAM KAPLAN FOUNDATION

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

Room/suite

P O BOX 1501, NJ2-130-03-31

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

PENNINGTON

NJ

08534-1501

Foreign country name

Foreign province/state/country

Foreign postal code

A Employer identification number

46-6991481

B Telephone number (see instructions)

609-274-6834

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

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c),

line 16) ▶ \$ 5,936,763

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)				
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	167,579	150,530		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-7,511			
b Gross sales price for all assets on line 6a 1,319,398				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,289	1,289		
12 Total. Add lines 1 through 11	161,357	151,819	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	18,000	7,200		10,800
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	76,651	45,991		30,661
17 Interest				
18 Taxes (attach schedule) (see instructions)	4,530	3,257		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,133	1,133		
24 Total operating and administrative expenses. Add lines 13 through 23	100,314	57,581	0	41,461
25 Contributions, gifts, grants paid	253,517			253,517
26 Total expenses and disbursements. Add lines 24 and 25	353,831	57,581	0	294,978
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-192,474			
b Net investment income (if negative, enter -0-)		94,238		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		1,980	3,712	3,712
	2	Savings and temporary cash investments		127,403	163,778	163,778
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	2,805,769	2,634,297	2,947,047	
	c	Investments—corporate bonds (attach schedule)	291,778	307,115	311,746	
	Liabilities	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 ▶	2,714,751	2,624,023	2,510,480	
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,941,681	5,732,925	5,936,763	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒				
27	Capital stock, trust principal, or current funds	5,941,681	5,732,925			
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	5,941,681	5,732,925			
31	Total liabilities and net assets/fund balances (see instructions)	5,941,681	5,732,925			

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	5,941,681
2	Enter amount from Part I, line 27a	2	-192,474
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	3,719
4	Add lines 1, 2, and 3	4	5,752,926
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	20,001
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,732,925

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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				
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	-7,511
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	0

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	188,090	5,870,989	0.032037
2014	103,474	5,766,980	0.017942
2013			0.000000
2012			0.000000
2011			0.000000
2 Total of line 1, column (d)			2 0.049979
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 0.024990
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 5,874,975
5 Multiply line 4 by line 3			5 146,816
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 942
7 Add lines 5 and 6			7 147,758
8 Enter qualifying distributions from Part XII, line 4 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			8 294,978

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1		942
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
3	Add lines 1 and 2	3		942
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		942
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,273	
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		1,273
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		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		331
11	Enter the amount of line 10 to be Credited to 2017 estimated tax Refunded	11		331

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ UST-MLT, A DIVISION OF BANK OF AMERICA, N. Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
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			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
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 ▶ 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	N/A
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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b N/A
	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? If "Yes" to 6b, file Form 8870			6b X
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 N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MELVYN ATLAS 17 TILLOU ROAD W SOUTH ORANGE, NJ 07079	TRUSTEE 3 00	18,000		

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

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

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



0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
UST-MLT P O BOX 1501, NJ2-130-03-31, PENNINGTON, NJ 08534-1501	INVESTMENT MANAGEMENT	76,651

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 NONE

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 NONE

2

All other program-related investments See instructions

3 NONE

Total. Add lines 1 through 3

0

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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	5,807,365
b	Average of monthly cash balances	1b	157,077
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,964,442
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	
3	Subtract line 2 from line 1d	3	5,964,442
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	89,467
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,874,975
6	Minimum investment return. Enter 5% of line 5	6	293,749

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	293,749
2a	Tax on investment income for 2016 from Part VI, line 5	2a	942	
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c		942
3	Distributable amount before adjustments. Subtract line 2c from line 1	3		292,807
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5		292,807
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		292,807

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	294,978
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	294,978
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	942
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	294,036

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				292,807
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			253,517	
b Total for prior years 20____, 20____, 20____				
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			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 294,978				
a Applied to 2015, but not more than line 2a			253,517	
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				41,461
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				251,346
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)

N/A

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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Page **11****Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	253,517
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	167,579	
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	-7,511	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a				1,289	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		161,357	0
13	Total. Add line 12, columns (b), (d), and (e)				13	161,357

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MEMORIAL SLOAN KETTERING CANCER CENTER

Street

633 THIRD AVE, 4TH FL

City

NEW YORK

State

NY

Zip Code

10017-6706

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

84,506

Name

TEXAS HEART INSTITUTE

Street

6770 BERTNER AVE STE C

City

HOUSTON

State

TX

Zip Code

77030-2604

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

84,506

Name

AMERICAN DIABETES ASSOCIATION

Street

1701 N BEAUREGARD ST

City

ALEXANDRIA

State

VA

Zip Code

22311-1742

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

84,505

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Amount		Totals		Gross Sales		Cost or Other Basis Expenses Depreciation and Adjustments		Net Gain or Loss						
Long Term CG Distributions	7,379	Capital Gains/Losses		1,319,398		1,326,909		-7,511						
Short Term CG Distributions	0	Other sales		0		0		0						
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1729 QWEST CORP (CTL) \$25 PAR	898095392	X				2/11/2014	9/15/2016	1,275	1,296				0	21
1730 DAIMLER A	D1668R123	X				2/11/2014	12/16/2016	221	269				0	-48
1731 ALLERGAN PLC	G0177J108	X				3/18/2015	12/16/2016	192	313				121	0
1732 HARSCO CORPORATION	415884107	X				8/18/2015	4/25/2016	92	159				0	-67
1733 HARSCO CORPORATION	415884107	X				8/18/2015	12/16/2016	55	45				0	6
1734 HARTFORD FINL SVCS GRP	416518504	X				2/11/2014	12/16/2016	118	118				0	0
1735 HATTERAS FINL CORP	41902R103	X				2/11/2014	4/11/2016	585	694				0	109
1736 HATTERAS FINL CORP	41902R103	X				2/11/2014	4/13/2016	269	319				0	-50
1737 HENDERSON GLOBAL EQUIT	425067634	X				4/29/2015	12/14/2016	683	1,006				123	0
1738 HENDERSON GLOBAL EQUIT	425067634	X				5/28/2015	12/14/2016	718	815				97	0
1739 HENDERSON GLOBAL EQUIT	425067634	X				5/28/2015	12/14/2016	251	285				0	34
1740 HENDERSON GLOBAL EQUIT	425067634	X				7/30/2015	12/14/2016	373	407				0	-34
1741 TIDEWATER INC COM NEW	886423102	X				1/20/2015	4/22/2016	9	30				0	21
1742 TIDEWATER INC COM NEW	886423102	X				1/20/2015	4/22/2016	17	60				0	-43
1743 TIDEWATER INC COM NEW	886423102	X				1/28/2015	4/22/2016	129	433				0	304
1744 TIDEWATER INC COM NEW	886423102	X				1/28/2015	4/22/2016	43	142				0	-99
1745 TIDEWATER INC COM NEW	886423102	X				1/30/2015	4/22/2016	34	114				0	80
1746 TIDEWATER INC COM NEW	886423102	X				3/5/2015	4/22/2016	52	161				0	109
1747 TIDEWATER INC COM NEW	886423102	X				3/5/2015	4/25/2016	59	187				0	128
1748 TIDEWATER INC COM NEW	886423102	X				3/5/2015	8/11/2016	52	428				0	-376
1749 TIDEWATER INC COM NEW	886423102	X				3/6/2015	8/11/2016	58	465				0	-407
1750 TIDEWATER INC COM NEW	886423102	X				3/10/2015	8/11/2016	58	443				0	-385
1751 TIDEWATER INC COM NEW	886423102	X				3/11/2015	8/11/2016	36	263				0	227
1752 TIDEWATER INC COM NEW	886423102	X				3/11/2015	8/12/2016	3	24				0	21
1753 TIDEWATER INC COM NEW	886423102	X				3/12/2015	8/12/2016	10	73				0	-63
1754 TIDEWATER INC COM NEW	886423102	X				3/13/2015	8/12/2016	10	72				0	-62
1755 TIDEWATER INC COM NEW	886423102	X				3/16/2015	8/12/2016	40	272				0	232
1756 TIDEWATER INC COM NEW	886423102	X				3/20/2015	8/12/2016	80	504				0	-424
1757 TIDEWATER INC COM NEW	886423102	X				12/21/2015	8/12/2016	100	198				0	-98
1758 TIDEWATER INC COM NEW	886423102	X				12/21/2015	8/15/2016	81	165				0	84
1759 HENDERSON GLOBAL EQUIT	425067634	X				4/29/2015	12/14/2016	7	8				1	0
1760 PARTNERSHIP GAIN/LOSS		X						1,311	0					1,311

Part I, Line 11 (990-PF) - Other Income

		1,289	1,289	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	BLACKSTONE PARTNERSHIP INCOME	213	213	
2	APOLLO PARTNERSHIP INCOME	116	116	
3	ALLIANCE PARTNERSHIP INCOME	899	899	
4	SXL PARTNERSHIP INCOME	61	61	

Part I, Line 16c (990-PF) - Other Professional Fees

		76,651	45,991	0	30,661
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	UST-MLTC FEES AS AGENT	76,651	45,991		30,661

Part I, Line 18 (990-PF) - Taxes

		4,530	3,257	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	3,257	3,257		
2	ESTIMATED EXCISE PAYMENTS	1,273			

Part I, Line 23 (990-PF) - Other Expenses

		1,133	1,133	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	619	619		
2	MISC INVESTMENT OTHER EXPENSE	514	514		

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Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,805,769	2,634,297	0	2,947,047	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1						
2	CONVERGYS CORP	0		4,204		4,912
3	COPART INC	0		2,378		3,712
4	DOLBY LABORATORIES INC	0		2,905		3,706
5	EAGLE MATLS INC	0		2,209		3,843
6	EL PASO ELEC CO	0		2,890		3,580
7	ENERGIZER HOLDINGS INC	0		2,165		2,721
8	FIFTH ST FIN CORP	0		3,665		2,159
9	FIRST HORIZON NATL CORP	0		3,882		5,883
10	FRANKLIN STR PPTYS CORP	0		5,270		5,767
11	GNC HOLDINGS INC SHS	0		5,754		2,153
12	GENTHERM INC	0		3,308		3,791
13	GLATFELTER USD 0 01	0		5,257		5,256
14	COCA-COLA EUROPEAN	0		14,918		12,120
15	INVESCO LTD	0		13,936		13,501
16	LYONDELLBASELL INDUSTRIE	0		11,086		10,551
17	GOLAR LNG PARTNERS LP	0		17,410		24,280
18	ADVANSIX INC	0		63		111
19	ALLIANCEBERNSTEIN HLDG	0		16,102		13,859
20	APOLLO GLOBAL MGMT LLC	0		20,650		17,695
21	BLACKROCK INC CL A	0		16,294		20,169
22	BLACKSTONE GROUP LP	0		22,326		21,056
23	CENTURYTEL INC	0		17,772		14,720
24	CISCO SYS INC	0		11,538		14,264
25	COLGATE PALMOLIVE CO COM	0		11,450		12,041
26	DIAGEO PLC SPON ADR NEW	0		13,780		12,473
27	ENERGY TRANSFER EQUITY L	0		20,355		23,732
28	ENTERPRISE PRODS PARTNERS L P	0		22,542		20,983
29	GENERAL ELECTRIC CO	0		14,157		17,412
30	GENERAL MOTORS CO	0		16,266		19,406
31	HONEYWELL INTL INC	0		12,729		15,640
32	INTEL CORPORATION	0		10,498		14,943
33	KINDER MORGAN INC DEL	0		2,697		3,169
34	LAS VEGAS SANDS CORP	0		13,485		12,231
35	LOCKHEED MARTIN CORP	0		10,181		15,746
36	MONDELEZ INTERNATIONAL	0		13,554		17,688
37	OCH-ZIFF CAPTL MANGMT GR	0		9,697		7,477
38	PHILIP MORRIS INTL INC	0		13,906		16,011
39	VENTAS INC	0		12,898		12,879
40	WAL MART STORES INC	0		11,553		12,580
41	WINDSTREAM HOLDINGS INC	0		15,399		16,155
42	IHS MARKIT LTD SHS	0		9,568		10,304
43	MEDTRONIC PLC SHS	0		9,984		9,331
44	AFFILIATED MANAGERS GROUP INC	0		8,147		8,137
45	ALPHABET INC SHS CL C	0		8,312		10,805
46	ALPHABET INC SHS CL A	0		13,103		17,434

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Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,805,769	2,634,297	0	2,947,047	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
47	AMAZON COM INC	0		22,628		39,743
48	AMERICAN EXPRESS COMPANY	0		8,225		7,186
49	AMERICAN INTERNATIONAL	0		14,696		19,462
50	AMERICAN TOWER REIT INC	0		9,176		10,462
51	AMGEN INC	0		12,077		13,890
52	ANHEUSER-BUSCH INBEV ADR	0		17,443		15,500
53	APPLE COMPUTER INC COM	0		25,362		36,020
54	BLACKROCK INC CL A	0		5,960		7,230
55	CVS CORP	0		12,580		11,679
56	CARMAX INC	0		10,911		14,810
57	CATERPILLAR INC	0		5,088		5,101
58	GLOBAL PMTS INC	0		2,113		3,470
59	GUESS INC	0		2,408		1,585
60	HAEMONETICS CORP MASS	0		3,842		4,744
61	HARMONIC INC	0		2,195		1,630
62	HARSCO CORPORATION COMMON	0		1,075		1,618
63	HOPE BANCORP INC SHS	0		6,967		10,026
64	HYSTER-YALE MATLS HNDLNG	0		1,613		2,041
65	INTERSIL CORPORATION	0		3,267		6,066
66	INVESTMENT TECHNOLOGY GROUP	0		2,571		2,862
67	INVESTORS BANCORP INC	0		12,390		15,833
68	JANUS CAP GROUP INC	0		3,812		4,034
69	KLX INC SHS	0		7,993		9,518
70	KENNAMETAL INC	0		2,426		3,282
71	KEYCORP NEW COM	0		3,023		4,750
72	KOPPERS HLDGS INC	0		3,081		3,466
73	MRC GLOBAL INC	0		3,520		4,275
74	MTS SYS CORP	0		5,294		4,536
75	MASIMO CORP	0		689		1,415
76	MATSON INC	0		4,900		5,379
77	MILLER HERMAN INC COM	0		700		855
78	PBF ENERGY INC CL A	0		4,852		5,325
79	PATTERSON-UTI ENERGY INC	0		505		1,023
80	PEBBLEBROOK HOTEL TRUST	0		2,784		3,362
81	PHARMERICA CORP	0		1,113		1,081
82	POTLATCH CORP NEW	0		2,002		2,499
83	PRIVATEBANCORP INC	0		2,010		3,251
84	RAYONIER INC COM	0		6,039		6,517
85	RYMAN HOSPITALITY PPTYS	0		2,029		2,835
86	SALLY BEAUTY HLDGS INC	0		4,668		4,782
87	SELECT COMFORT CORP	0		1,227		1,764
88	SOTHEBYS HLDGS INC CL A LTD VTG	0		855		1,555
89	STARWOOD PPTY TR INC	0		2,489		2,436
90	SYKES ENTERPRISES INC	0		2,524		3,434
91	TRI POINTE HOMES INC SHS	0		1,278		1,309
92	TEREX CORP NEW	0		1,723		2,365

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Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,805,769	2,634,297	0	2,947,047
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
93 TESORO PETROLEUM CORPORATION CC	0		1,027		1,399
94 DANONE-SPONS ADR	0		8,517		8,718
95 DIAGEO PLC SPON ADR NEW	0		8,083		6,860
96 EXPRESS SCRIPTS HLDG CO	0		8,018		7,498
97 EXXON MOBIL CORP	0		9,150		9,026
98 FACEBOOK INC	0		15,159		26,807
99 GENERAL ELECTRIC CO	0		8,869		10,965
100 GOLDMAN SACHS GROUP INC	0		21,937		31,847
101 GROUP 1 AUTOMOTIVE INC	0		3,217		4,209
102 J P MORGAN CHASE & CO	0		22,321		33,481
103 LENNAR CORP	0		13,920		13,909
104 LOUISIANA PACIFIC CORP	0		6,464		6,739
105 LOWES COMPANIES INC COM	0		5,872		8,890
106 MERCK AND CO INC SHS	0		10,415		11,009
107 MORGAN STANLEY DEAN WITTER & CO	0		7,923		11,027
108 NVR INC COM	0		10,555		15,021
109 NOVARTIS AG SPNSRD ADR	0		9,069		8,158
110 OCCIDENTAL PETROLEUM CORPORATIO	0		10,541		8,476
111 ORACLE CORPORATION	0		5,082		5,152
112 PEPSICO INC	0		4,879		6,278
113 CHEVRONTXACO CORP	0		4,211		4,355
114 CISCO SYS INC	0		8,679		9,459
115 CITIGROUP INC COM NEW	0		26,119		32,865
116 POLARIS INDS INC COM	0		17,183		16,066
117 PROCTER & GAMBLE CO COM	0		5,169		6,054
118 PRUDENTIAL FINL INC	0		3,219		3,954
119 QUALCOMM INC	0		12,498		10,758
120 SCHLUMBERGER LIMITED COM	0		15,462		14,607
121 TEMPUR-PEDIC INTL INC	0		17,314		22,874
122 UNION PACIFIC CORP	0		9,290		11,612
123 UNITED PARCEL SVC INC CL B	0		7,567		8,942
124 UNITED RENTALS INC	0		5,810		9,080
125 UNITED TECHNOLOGIES CORP	0		8,983		9,975
126 VISA INC CL A SHRS	0		5,782		6,242
127 WELLS FARGO & CO NEW	0		7,993		8,818
128 DAIMLER-CHRYSLER AG	0		8,606		7,607
129 EATON CORP PLC	0		3,666		5,032
130 AT&T INC	0		9,455		11,866
131 ABBVIE INC SHS	0		6,769		6,826
132 AGRIUM INC	0		3,988		4,123
133 ALLIANZ AKTIENGESSELLSCHAFT	0		5,114		5,010
134 ALTRIA GROUP INC	0		5,444		10,143
136 AMEREN CORP	0		5,995		8,026
136 ASTRAZENECA PLC SPONS ADR	0		8,756		7,267
137 AUTOMATIC DATA PROCESSING INC COM	0		3,150		4,933
138 AXA ADR	0		6,327		6,426

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Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,805,769	2,634,297	0	2,947,047
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
139 BAE SYS PLC	0		7,674		7,693
140 BASF AG	0		8,183		6,943
141 BCE INC	0		10,296		10,507
142 BLACKROCK INC CL A	0		3,592		4,186
143 BRITISH AMERICAN TOBACCO	0		7,626		8,225
144 CME GROUP INC	0		4,187		5,998
145 CENTURYTEL INC	0		4,707		3,424
146 CISCO SYS INC	0		6,162		6,558
147 COCA-COLA CO USD	0		3,219		3,234
148 COMMONWEALTH BK AUS-SP	0		5,092		4,392
149 DEUTSCHE TELEKOM AG SPONSORED A	0		6,002		6,190
150 DEUTSCHE POST AG SHS	0		6,605		6,777
151 DIAGEO PLC SPON ADR NEW	0		4,599		4,469
152 DOMINION RES INC VA NEW	0		4,715		4,825
153 DOW CHEMICAL COMPANY COMMON	0		6,626		8,068
154 VERINT SYSTEMS INC	0		3,043		3,172
155 VITAMIN SHOPPE INC	0		3,692		2,589
156 WADDELL & REED FINL INC CL A	0		3,662		3,570
157 JOHN WILEY & SONS CL A	0		4,581		5,014
158 WPX ENERGY INC	0		2,426		5,391
159 WYNDHAM WORLDWIDE CORP W	0		1,619		1,680
160 ZEBRA TECHNOLOGIES CORP CL A	0		5,077		8,147
161 GENPACT LTD, HAMILTON	0		2,260		1,947
162 HORIZON PHARMA PLC	0		2,395		1,197
163 ICON PLC	0		2,484		3,309
164 CORE LABORATORIES N V	0		2,226		1,681
165 ACI WORLDWIDE INC	0		2,671		2,033
166 ADVANCED ENERGY INDS INC COM	0		1,592		2,573
167 AFFILIATED MANAGERS GROUP INC	0		2,240		2,034
168 ALIGN TECHNOLOGY INC	0		2,935		5,095
169 ARISTA NETWORKS INC	0		3,176		3,871
170 AUTOLIV INC COM	0		2,955		3,394
171 BANK OF THE OZARKS INC	0		2,280		2,735
172 BE AEROSPACE INC	0		2,045		2,107
173 BED BATH & BEYOND INC	0		3,504		3,129
174 BERRY PLASTICS GROUP INC	0		2,399		2,680
175 BOSTON BEER INC	0		2,473		2,208
176 BROADSOFT INC	0		2,549		2,764
177 BROADRIDGE FINL	0		3,005		3,646
178 BURLINGTON STORES INC	0		2,440		3,644
179 CBRE GROUP INC	0		3,971		4,535
180 CSRA INC SHS WHEN ISSUED	0		3,019		2,993
181 CARTER INC	0		3,224		2,764
182 CENTENE CORP DEL	0		2,513		3,504
183 CHENIERE ENERGY INC	0		2,224		2,569
184 CHINA LODGING GROUP LTD	0		1,639		2,177

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Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,805,769	2,634,297	0	2,947,047
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
185 CINEMARK HLDGS INC	0		1,730		1,649
186 DAVE & BUSTERS ENTERTNMT	0		2,218		3,096
187 DEXCOM INC	0		2,514		2,985
188 DIAMONDBACK ENERGY INC	0		2,497		3,234
189 DOLBY LABORATORIES INC	0		2,305		2,531
190 DUNKIN BRANDS GROUP INC	0		3,594		3,618
191 EAGLE MATLS INC	0		2,386		2,463
192 TETRA TECHNOLOGIES INC DEL	0		2,966		2,134
193 TUPPERWARE CORP	0		2,636		2,210
194 VERIFONE HOLDINGS INC	0		3,780		3,972
195 EMCOR GROUP INC COM	0		2,358		2,830
196 INTEGRIS INC	0		1,990		2,971
197 FIRST REP BK SAN FRANCISC	0		3,555		6,450
198 FOOT LOCKER INC	0		4,406		6,026
199 FORTINET INC	0		3,719		3,132
200 GARTNER INC NEW CL A	0		2,029		3,032
201 GLOBAL PMTS INC	0		2,534		2,846
202 GUIDEWIRE SOFTWARE INC	0		1,277		1,184
203 HD SUPPLY HLDGS INC	0		3,011		4,336
204 HAWAIIAN HLDGS INC	0		2,727		3,591
205 IAC INTERACTIVE CORP	0		3,090		2,980
206 IDEXX LABS INC	0		2,465		3,870
207 IMAX CORP	0		2,396		2,229
208 INTERACTIVE BROKERS GROU	0		1,097		1,752
209 IONIS PHARMACEUTICALS	0		3,457		3,252
210 KAPSTONE PAPER AND PKG	0		3,100		2,337
211 MANHATTAN ASSOCS INC	0		1,322		2,015
212 MARKETAXESS HLDGS INC	0		936		2,204
213 MEDIDATA SOLUTIONS INC	0		2,723		2,782
214 DUKE ENERGY CORP NEW	0		10,088		10,944
215 EMERSON ELECTRIC COMPANY	0		4,987		4,627
216 ENTERGY CORP NEW COM	0		8,121		8,449
217 EXXON MOBIL CORP	0		7,539		8,123
218 GALLAGHER ARTHUR J & CO	0		3,389		3,845
219 GAS NATURAL SDG SA SHS	0		4,965		3,994
220 GLAXO SMITHKLINE PLC	0		11,684		8,588
221 IMPERIAL BRANDS PLC	0		7,185		8,274
222 IRON MOUNTAIN REIT INC	0		6,017		6,269
223 JOHNSON & JOHNSON COM	0		3,809		4,263
224 KIMBERLY-CLARK CORP COM	0		5,229		5,706
225 LOCKHEED MARTIN CORP	0		3,481		5,499
226 MC DONALDS CORPORATION COMMON	0		6,297		7,912
227 MERCK AND CO INC SHS	0		4,578		4,827
228 CIE GENERALE DES	0		4,755		4,953
229 MICROSOFT CORP COM	0		2,896		4,660
230 MICROCHIP TECHNOLOGY INC	0		3,182		4,683

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Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,805,769	2,634,297	0	2,947,047
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
231 MUENCHENER RUECK-UNSPON	0		11,085		10,112
232 NATIONAL GRID PLC SP ADR	0		11,663		10,149
233 NESTLE S A SPONSORED ADR	0		3,728		3,587
234 NOVARTIS AG SPNSRD ADR	0		4,642		4,079
235 OCCIDENTAL PETROLEUM CORPORATIO	0		8,797		8,049
236 ORKLA AS A SHS ADR	0		5,212		5,773
237 PPL CORP	0		9,143		10,521
238 PEOPLES UNITED FNL INC	0		3,577		4,569
239 PEPSICO INC	0		3,215		4,081
240 PFIZER INC COM	0		3,788		3,670
241 PHILIP MORRIS INTL INC	0		9,367		10,521
242 PROCTER & GAMBLE CO COM	0		4,405		4,793
243 QUALCOMM INC	0		7,317		8,280
244 REGAL ENTMT GROUP	0		4,490		4,820
245 REYNOLDS AMERN INC	0		5,825		10,536
246 ROCHE HLDG LTD SPONSORED ADR	0		7,854		6,448
247 ROGERS COMMUNICATIONS INC CL B	0		6,300		6,713
248 ROYAL BANK OF CANADA	0		4,526		4,469
249 ROYAL DUTCH SHELL PLC	0		11,419		9,136
250 SSE PLC SPONSORED ADR	0		6,995		5,573
251 SANOFI-SYNTHELABO	0		5,583		5,015
252 SCOR SPONSORED ADR	0		5,232		5,054
253 SIEMENS A G	0		7,821		8,692
254 SINGAPORE TELECOMM LT AD	0		4,926		3,965
255 SINGAPORE EXCHANGE LTD	0		3,976		3,348
256 SKY PLC	0		6,239		6,765
257 SONIC HEALTHCARE-UNSP	0		4,095		3,671
258 SOUTHERN COMPANY COMMON	0		4,420		5,165
259 STATOIL ASA SPONSORED ADR	0		7,074		6,931
260 SVENSKA HANDELSBANKEN AB	0		5,363		4,609
261 SWISSCOM	0		9,528		7,695
262 TAIWAN SEMICONDUCTOR ADR	0		5,022		6,354
263 TELSTRA LTD SPONSORED ADR FINAL	0		8,883		7,103
264 TELUS CORP	0		4,631		4,300
265 TERNA SPA-UNSPONSORED	0		9,641		8,827
266 TEXAS INSTRUMENTS INC	0		4,498		6,786
267 TOTAL FINA ELF S A ADR	0		11,379		9,939
268 UNIBAIL-RODAMCO SE	0		8,292		7,464
269 UNILEVER PLC AMER SHS ADR NEW	0		5,547		5,372
270 UNITED PARCEL SVC INC CL B	0		4,307		5,159
271 VERIZON COMMUNICATIONS INC	0		9,664		10,836
272 VINCI SA ADR	0		4,403		4,192
273 VODAFONE GROUP PLC SHS	0		18,797		8,550
274 WEC ENERGY GROUP INC SHS	0		7,194		9,091
275 MIDDLEBY CORP	0		3,631		4,251
276 MOMENTA PHARMACEUTICALS INC	0		1,414		1,866

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Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,805,769	2,634,297	0	2,947,047
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
277 NAVIENT CORP SHS	0		3,067		3,598
278 NORDSON CORP	0		2,700		4,258
279 NORDSTROM INC	0		3,651		3,211
280 OLD DOMINION FGHT LINES INC	0		2,976		4,204
281 OPTHOTECH CORP SHS	0		3,828		319
282 OWENS CORNING INC COMMON	0		1,815		1,701
283 POWER INTEGRATIONS INC	0		2,681		2,918
284 PRESTIGE BRANDS HLDG INC	0		2,275		2,084
285 PROTO LABS INC SHS	0		2,349		1,797
286 RSP PERMIAN INC	0		2,448		2,856
287 RADIUS HEALTH INC SHS	0		1,761		1,369
288 SABRE CORP SHS	0		4,376		3,842
289 SPLUNK INC	0		3,451		3,069
290 SUPERIOR ENERGY SVCS INC	0		1,858		1,688
291 SUPERNUS PHARMACEUTICALS	0		1,548		2,298
292 TABLEAU SOFTWARE INC	0		3,986		2,150
293 TERADATA CORP DEL	0		2,372		1,983
294 TOTAL SYS SVCS INC	0		2,355		3,726
295 TRIMBLE NAV LTD	0		2,975		3,136
296 UNITED RENTALS INC	0		3,430		4,751
297 VEEVA SYS INC CL A	0		1,222		1,750
298 WABTEC CORP	0		3,123		3,404
299 WILLIAMS SONOMA INC COM	0		4,350		3,339
300 WYNDHAM WORLDWIDE CORP W	0		3,147		3,360
301 XYLEM INC SHS	0		2,229		2,575
302 MERCADOLIBRE INC	0		4,850		5,777
303 MICHAELS COS INC	0		3,832		3,047
304 ALLERGAN PLC	0		8,800		6,720
305 CHUBB LTD	0		6,390		8,720
306 MOBILEYE ORD	0		5,562		5,718
307 ACADIA HEALTHCARE CO INC	0		5,299		3,277
308 ADOBE SYS INC COM	0		6,298		7,309
309 AIR PRODUCTS AND CHEMICALS INC CO	0		3,089		3,020
310 ALEXION PHARMACEUTICALS INC	0		8,110		5,750
311 ALPHABET INC SHS CL C	0		10,638		14,665
312 AMAZON COM INC	0		5,443		8,998
313 AMERICAN TOWER REIT INC	0		8,283		10,357
314 BIOMARIN PHARMACEUTICAL INC	0		3,790		3,976
315 CVS CORP	0		7,803		6,392
316 CELGENE CORP	0		7,556		10,418
317 CHIPOTLE MEXICAN GRILL	0		3,481		2,264
318 CONCHO RESOURCES INC	0		2,122		1,989
319 COSTCO WHSL CORP NEW	0		4,422		6,084
320 EQUINIX INC	0		3,789		6,791
321 FACEBOOK INC	0		7,551		11,275
322 FASTENAL CO COMMON	0		3,061		3,007

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Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,805,769	2,634,297	0	2,947,047
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
323 ILLUMINA INC	0		2,954		2,177
324 MONSTER BEVERAGE SHS	0		5,148		5,010
325 PAYPAL HOLDINGS INC SHS	0		5,113		5,171
326 PRICELINE COM INC	0		7,007		8,796
327 SALESFORCE COM INC	0		8,706		9,516
328 SCHWAB CHARLES CORP NEW	0		3,821		5,881
329 SERVICENOW INC	0		4,762		5,873
330 SPLUNK INC	0		8,068		5,678
331 STARBUCKS CORP COM	0		6,439		8,883
332 UNDER ARMOUR INC	0		1,913		1,482
333 UNDER ARMOUR INC SHS	0		616		403
334 VISA INC CL A SHRS	0		7,850		11,001
335 WELLTOWER INC	0		9,332		10,776
336 WESTPAC BKG CORP SPONSORED ADR	0		6,842		5,800
337 AT&T INC	0		13,830		17,778
338 ABBOTT LABORATORIES	0		16,885		14,481
339 ALLSTATE CORP COM	0		12,364		17,196
340 ARCHER DANIELS MIDLAND CO COM	0		14,545		16,388
341 BB&T CORP COM	0		15,120		17,585
342 BANK NEW YORK MELLON	0		11,600		17,152
343 CVS CORP	0		11,766		13,494
344 CA INC	0		17,039		16,520
345 CARDINAL HEALTH INC COM	0		12,472		12,955
346 CHEVRONTXACO CORP	0		16,751		18,244
347 CISCO SYS INC	0		12,920		17,074
348 CONOCOPHILLIPS	0		19,016		15,192
349 E I DU PONT DE NEMOURS & CO COMM	0		13,984		16,882
350 EDISON INTL	0		12,404		17,998
351 EXPRESS SCRIPTS HLDG CO	0		16,013		12,176
352 HALLIBURTON COMPANY COM	0		17,780		19,797
353 WASTE MANAGEMENT INC NEW	0		3,233		5,318
354 WELLS FARGO & CO NEW	0		3,783		4,519
355 INTEL CORPORATION	0		11,463		16,938
356 JOHNSON & JOHNSON COM	0		13,647		16,936
357 KRAFT (THE) HEINZ CO SHS	0		11,465		17,726
358 LOWES COMPANIES INC COM	0		10,711		16,215
359 MARATHON OIL CORP	0		21,722		15,821
360 MARSH & MCLENNAN COS INC	0		12,216		17,573
361 MERCK AND CO INC SHS	0		15,054		15,954
362 MONDELEZ INTERNATIONAL	0		12,260		16,269
363 NORTHROP GRUMMAN CORP	0		9,029		17,909
364 OCCIDENTAL PETROLEUM CORPORATIO	0		18,698		15,528
365 PFIZER INC COM	0		14,596		14,811
366 QUEST DIAGNOSTICS INC	0		10,861		19,023
367 RAYTHEON CO	0		11,374		17,040
368 VERIZON COMMUNICATIONS INC	0		15,050		17,028

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Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,805,769	2,634,297	0	2,947,047
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
369 WASTE MANAGEMENT INC NEW	0		11,184		18,366
370 XEROX CORPORATION COM	0		9,967		8,163
371 ASSURED GUARANTY LTD	0		1,751		2,568
372 CARDTRONICS LTD-CL A	0		1,669		2,674
373 WHITE MOUNTAINS INS GROUP INC	0		5,542		7,524
374 AG MTG INVT TR INC	0		2,040		2,122
375 ACI WORLDWIDE INC	0		6,568		6,026
376 ACTUANT CORP	0		4,092		4,386
377 ADTRAN INC	0		2,266		3,107
378 ALEXANDER & BALDWIN INC	0		1,943		2,602
379 ALLSCRIPTS HEALTHCARE SOLU USD 0 0	0		3,302		2,614
380 AMERICAN EAGLE OUTFITTERS INC	0		1,620		1,745
381 APOLLO INVT CORP	0		4,243		3,059
382 APOLLO COML REAL ESTATE	0		3,810		3,789
383 APPLIED INDL TECHNOLOGIES INC	0		1,675		2,495
384 ARMSTRONG FLOORING INC	0		325		557
385 ARMSTRONG WORLD INDS INC	0		3,545		4,055
386 ARTISAN PARTNERS ASSET	0		3,018		3,124
387 BANCORP INC DEL	0		3,339		1,737
388 BE AEROSPACE INC	0		6,992		7,945
389 BRINKER INTL INC	0		4,167		4,359
390 BRINKS CO	0		2,322		3,218
391 BROADRIDGE FINL	0		1,825		2,586
392 CEB INC	0		4,145		4,545
393 CNO FINL GROUP INC	0		5,259		5,917
394 CABOT CORPORATION COMMON	0		2,366		3,437
395 CELANESE CORP DEL SER A	0		5,071		6,929
396 CHATHAM LODGING TR	0		4,154		3,863
397 CIVEO CORP SHS	0		1,867		471
398 CLEAN HBRS INC	0		6,042		6,901
399 COLONY FINANCIAL INC	0		9,763		9,700
400 STARWOOD WAYPOINT	0		1,216		1,325
401 COLUMBIA SPORTSWEAR CO	0		2,925		3,615
402 COMMERCIAL METALS CO	0		2,041		3,115
403 COMPUTER PROGRAMS & SYS INC	0		2,414		873

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Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		291,778		307,115		0		311,746
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	
1								
2	BB&T CORPORATION			0	1,629			1,579
3	BANK OF NEW YORK MELLON			0	4,275			4,462
4	WR BERKLEY CORPORATION			0	2,362			2,329
5	WR BERKLEY CORP			0	787			768
6	WR BERKLEY CORPORATION			0	2,567			2,334
7	BB & T CORPORATION			0	781			728
8	BB&T CORPORATION			0	3,437			3,762
9	BOSTON PROPERTIES INC			0	456			529
10	CAPITAL ONE FINANCIAL			0	4,705			5,000
11	CAPITAL ONE FINCL CORP			0	2,597			2,637
12	CAPITAL ONE FINANCIAL CO			0	4,008			3,946
13	CAPITAL ONE FINANCIAL CO			0	526			455
14	CAPITAL ONE FINANCIAL CO			0	900			902
15	CITIGROUP INC			0	4,775			4,791
16	CITIGROUP INC			0	6,702			6,892
17	CITIGROUP INC			0	2,050			2,154
18	COMCAST CORPORATION			0	3,462			3,536
19	DTE ENERGY COMPANY			0	1,683			1,510
20	DTE ENERGY COMPANY			0	1,281			1,336
21	DIGITAL REALTY TRUST INC			0	554			628
22	DIGITAL REALTY TRUST INC			0	473			476
23	DIGITAL REALTY TRUST INC			0	904			950
24	DIGITAL REALTY TRUST INC			0	790			814
25	DOMINION RESOURCES			0	5,984			5,284
26	DUKE ENERGY CORP			0	1,311			1,364
27	ENTERGY ARKANSAS INC			0	1,743			1,482
28	ENTERGY ARKANSAS INC			0	1,002			966
29	ENTERGY ARKANSAS INC			0	338			348
30	ENTERGY MISSISSIPPI INC			0	2,626			2,240
31	ENTERGY NEW ORLEANS INC			0	1,630			1,494
32	ENTERGY LOUISIANA, LLC			0	1,738			1,479
33	ENTERGY LA LLC			0	1,187			1,104
34	ENTERGY LOUISIANA LLC			0	402			412
35	GATX CORPORATION			0	1,697			1,582
36	GENERAL ELECTRIC CAPITAL			0	3,224			3,709
37	GENERAL ELEC CAP CORP			0	3,102			3,437
38	GENERAL ELEC CAP CORP			0	3,283			3,639
39	THE GOLDMAN SACHS GRP			0	623			631
40	THE GOLDMAN SACHS GROUP			0	7,064			7,354
41	GOLDMAN SACHS GRP INC			0	3,147			3,338
42	GOLDMAN SACHS GROUP INC			0	1,363			1,330
43	HARTFORD FINL SVCS GRP			0	2,482			2,459
44	HOSPITALITY PROP TRUST			0	2,153			2,169
45	ING GROEP NV			0	3,195			3,326
46	ING GROEP N V			0	1,007			1,031

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		291,778		307,115		0		311,746
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	
47	INTEGRYS ENERGY GRP, INC			0	3,877		4,108	
48	INTERSTATE POWER & LIGHT			0	1,693		1,698	
49	JPMORGAN CHASE & CO			0	2,041		2,366	
50	JPMORGAN CHASE & CO			0	1,957		2,025	
51	JPMORGAN CHASE & CO			0	3,155		3,642	
52	JP MORGAN CHASE & CO			0	3,159		3,386	
53	JP MORGAN CHASE & CO			0	3,432		3,473	
54	JP MORGAN CHASE & CO			0	769		786	
55	KEYCORP FXD-FLTG RATE			0	3,252		3,401	
56	KIMCO REALTY CORP			0	1,684		1,639	
57	KIMCO REALTY CORP			0	867		912	
58	KIMCO REALTY CORP (KIM)			0	1,716		1,851	
59	MORGAN STANLEY			0	1,191		1,403	
60	MORGAN STANLEY			0	4,802		4,895	
61	MORGAN STANLEY			0	4,548		4,572	
62	MORGAN STANLEY			0	2,076		2,082	
63	NATL RETAIL PPTY INC			0	1,550		1,632	
64	NATIONAL RETAIL PROPERTI			0	1,234		1,387	
65	NATIONAL RETAIL PROP INC			0	860		755	
66	NEXTERA ENERGY CAP HLDGS			0	2,569		2,252	
67	NEXTERA ENERGY CAPITAL			0	899		922	
68	NEXTERA ENERGY CAPITAL			0	1,493		1,501	
69	NEXTERA ENERGY CAPITAL			0	2,085		2,264	
70	NEXTERA ENERGY CAP HLDGS			0	798		893	
71	PNC FINANCIAL SERVICES			0	7,301		7,723	
72	PPL CAPITAL FUNDING INC			0	917		975	
73	PS BUSINESS PARKS INC			0	716		745	
74	PS BUSINESS PARKS, INC			0	2,513		2,674	
75	PS BUSINESS PARKS INC			0	2,682		2,706	
76	PEOPLE'S UNITED FIN INC			0	1,148		1,189	
77	PROTECTIVE LIFE CORP			0	1,354		1,474	
78	PROTECTIVE LIFE CORP			0	676		731	
79	PRUDENTIAL FINCL INC			0	1,452		1,609	
80	PRUDENTIAL FINANCIAL INC			0	2,275		2,474	
81	PUBLIC STORAGE			0	569		647	
82	PUBLIC STORAGE (PSA)			0	2,191		2,345	
83	PUBLIC STORAGE (PSA)			0	1,345		1,408	
84	PUBLIC STORAGE			0	542		588	
85	PUBLIC STORAGE			0	524		445	
86	PUBLIC STORAGE			0	524		458	
87	PUBLIC STORAGE			0	1,541		1,539	
88	PUBLIC STORAGE			0	332		362	
89	PUBLIC STORAGE			0	571		582	
90	PUBLIC STORAGE			0	1,152		1,177	
91	PUBLIC STORAGE			0	1,312		1,511	
92	QWEST CORP (CTL) \$25 PAR			0	1,296		1,278	

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		291,778		307,115		0		311,746	
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year		
93	QWEST CORPORATION			0	905		914		
94	QWEST CORPORATION			0	610		614		
95	QWEST CORP			0	2,076		1,851		
96	RAYMOND JAMES FINANCIAL			0	1,027		1,016		
97	REALTY INCOME			0	2,270		2,289		
98	REGENCY CENTERS CORP			0	1,172		1,230		
99	REGENCY CENTERS CORP			0	344		388		
100	REGIONS FINANCIAL CORP			0	1,984		2,096		
101	REINSURANCE GRP OF AMER			0	611		578		
102	ROYAL BK SCOTLND GRP PLC			0	977		1,027		
103	ROYAL BK SCOTLAND GROUP PLC			0	6,164		6,664		
104	SCE TRUST I			0	335		303		
105	SCE TRUST II			0	514		443		
106	SCE TRUST IV			0	411		395		
107	SCE TRUST V			0	506		505		
108	THE CHARLES SCHWAB			0	1,897		1,971		
109	CHARLES SCHWAB CORP			0	6,292		6,189		
110	CHARLES SCHWAB CORP			0	1,652		1,574		
111	SENIOR HOUSING PPTY			0	1,864		1,981		
112	SENIOR HOUSING PROPERTIE			0	968		954		
113	THE SOUTHERN COMPANY			0	786		809		
114	THE SOUTHERN COMPANY			0	1,713		1,506		
115	STANLEY BLACK&DECKER			0	4,316		4,331		
116	STATE STREET CORP			0	1,746		1,824		
117	STATE STREET CORP			0	2,148		2,095		
118	STATE STREET CORPORATION			0	5,336		5,338		
119	SUNTRUST BANKS INC			0	864		820		
120	TCF FINANCIAL CO			0	1,036		1,024		
121	TORCHMARK CORP			0	1,090		1,095		
122	ARCH CAPITAL GROUP LTD			0	2,532		2,567		
123	AXIS CAPITAL HLDGS LTD			0	2,048		2,089		
124	AXIS CAPITAL HLDGS LTD			0	2,059		2,042		
125	RENAISSANCERE HLDGS LTD			0	1,444		1,619		
126	AFLAC INC			0	3,100		3,073		
127	AEGON NV			0	2,491		2,529		
128	AEGON NV			0	1,216		1,307		
129	AEGON N V (AEG)			0	2,502		2,344		
130	AFFILIATED MANAGERS			0	942		960		
131	ALEXANDRIA REAL ESTATE			0	348		376		
132	THE ALLSTATE CORP FIXED-			0	1,348		1,334		
133	ALLSTATE CORP			0	365		396		
134	ALLSTATE CORP			0	1,790		1,753		
135	ALLSTATE CORP			0	479		466		
136	ALLSTATE CORP			0	1,622		1,590		
137	THE ALLSTATE CORPORATION			0	2,942		2,949		
138	AMERICAN FINANCIAL			0	626		628		

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Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				291,778	307,115	0	311,746
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
139	AMERICAN FINANCIAL			0	641		675
140	AMERICAN FINANCIAL GROUP			0	1,672		1,652
141	ARCH CAPITAL GROUP LTD			0	3,501		2,979
142	AXIS CAPITAL HLDGS LTD			0	869		758
143	BB&T CORPORATION			0	4,744		5,035
144	TORCHMARK CORPORATION			0	1,002		959
145	US BANCORP			0	528		561
146	U S BANCORP			0	1,398		1,528
147	US BANCORP			0	832		756
148	US BANCORP			0	3,138		3,197
149	VENTAS REALTY LP			0	2,891		2,857
150	VERIZON COMM INC (VZ)			0	3,920		3,966
151	VORNADO REALTY TRUST			0	908		920
152	VORNADO REALTY TR			0	788		872
153	WELLS FARGO & COMPANY			0	4,983		4,905
154	WELLS FARGO COMPANY			0	4,245		4,367
155	WELLS FARGO & CO NEW			0	845		766
156	WELLS FARGO & COMPANY			0	2,034		1,856
157	WELLS FARGO & COMPANY			0	496		476
158	WELLTOWER INC			0	1,567		1,634

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Part II, Line 13 (990-PF) - Investments - Other

			2,714,751	2,624,023	2,510,480
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	AQR MULTI STRATEGY		0	212,745	199,712
3	AMERICAN BEACON THE		0	177,902	189,892
4	ARBITRAGE FUNDS CL I		0	188,374	193,505
5	BLACKROCK STRATEGIC		0	193,900	187,093
6	HENDERSON INTERNATIONAL		0	118,143	103,724
7	HENDERSON GLOBAL EQUITY		0	129,419	113,604
8	LORD ABBETT FLOATING		0	334,460	334,460
9	LORD ABBETT INCOME		0	115,529	112,298
10	NUVEEN SANTA BARBARA		0	185,471	191,480
11	PUTNAM INCOME FUND CL Y		0	158,024	148,311
12	TCW CORE FIXED		0	442,281	428,403
13	TEMPLETON GLOBAL BD FD ADVISOR CL		0	252,405	234,944
14	GABELLI DIVID & INCOME TR		0	19,894	18,838
15	NEUBERGER BERMAN MLP		0	95,476	54,216

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1	MUTUAL FUND AND CTF INCOME ADDITION	1	1,286
2	FEDERAL EXCISE TAX REFUND	2	2,433
3	Total	3	3,719

Line 5 - Decreases not included in Part III, Line 2

1	BOND AMORTIZATION	1	8
2	COST BASIS ADJUSTMENT	2	16,782
3	MUTUAL FUND AND CTF INCOME SUBTRACTION	3	430
4	GAIN ON CY SALES NOT SETTLED AT YEAR END	4	2,781
5	Total	5	20,001

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount																		
Short Term CG Distributions		7,379			1,312,019		0		13,378		1,340,287		-14,890		0		0		14,890	
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses							
622 GARTNER INC	366651107		2/11/2014	12/19/2016	208		0	132	76	0	0	0	76							
623 INTERSIL CORP CL A	460695109		2/11/2014	10/25/2016	641		0	329	313	0	0	0	313							
624 INTERSIL CORP CL A	460695109		2/11/2014	10/26/2016	287		0	147	140	0	0	0	140							
625 INTERSIL CORP CL A	460695109		2/11/2014	12/16/2016	245		0	124	121	0	0	0	121							
626 INTERSTATE POWER & LIGHT	461070856		2/11/2014	12/16/2016	74		0	65	9	0	0	0	9							
627 INVESTM TECH GRP INC NEW	46145F105		2/11/2014	12/16/2016	141		0	116	25	0	0	0	25							
628 INVESTORS BANCORP INC	46146L101		2/11/2014	3/10/2016	982		0	893	119	0	0	0	119							
629 INVESTORS BANCORP INC	46146L101		2/11/2014	3/11/2016	497		0	432	65	0	0	0	65							
630 INVESTORS BANCORP INC	46146L101		2/11/2014	11/14/2016	288		0	211	77	0	0	0	77							
631 INVESTORS BANCORP INC	46146L101		2/11/2014	12/16/2016	541		0	391	150	0	0	0	150							
632 EXXON MOBIL CORP COM	30231G102		2/18/2014	12/16/2016	273		0	275	-2	0	0	0	-2							
633 ACTUANT CORP CL A	00508X203		3/26/2014	11/15/2016	211		0	287	-56	0	0	0	-56							
634 ACTUANT CORP CL A	00508X203		3/26/2014	11/16/2016	79		0	100	-21	0	0	0	-21							
635 ACTUANT CORP CL A	00508X203		3/27/2014	12/8/2016	314		0	360	-46	0	0	0	-46							
636 ACTUANT CORP CL A	00508X203		3/26/2014	12/8/2016	86		0	100	-14	0	0	0	-14							
637 ACTUANT CORP CL A	00508X203		3/27/2014	12/9/2016	57		0	65	-8	0	0	0	-8							
638 ACTUANT CORP CL A	00508X203		7/7/2014	12/9/2016	29		0	34	-5	0	0	0	-5							
639 ACTUANT CORP CL A	00508X203		8/1/2014	12/15/2016	142		0	162	20	0	0	0	20							
640 ACTUANT CORP CL A	00508X203		7/7/2014	12/15/2016	256		0	308	-52	0	0	0	-52							
641 ACTUANT CORP CL A	00508X203		9/25/2014	12/15/2016	57		0	65	-8	0	0	0	-8							
642 EVERI HOLDINGS INC	30034T103		4/9/2015	6/29/2016	5		0	30	-25	0	0	0	-25							
643 EVERI HOLDINGS INC	30034T103		1/5/2016	6/29/2016	27		0	97	-70	0	0	0	-70							
644 EVERI HOLDINGS INC	30034T103		1/6/2016	6/29/2016	30		0	109	-79	0	0	0	-79							
645 EVERI HOLDINGS INC	30034T103		1/7/2016	6/29/2016	26		0	86	-60	0	0	0	-60							
646 EXPRESS SCRIPTS HLDG CO	30219G108		6/26/2015	1/6/2016	87		0	91	-4	0	0	0	-4							
647 ACTUANT CORP CL A	00508X203		9/25/2014	12/16/2016	196		0	228	-32	0	0	0	-32							
648 ADIDAS AG SPONSORED AD	00687A107		1/26/2015	2/16/2016	8,757		0	5,970	2,787	0	0	0	2,787							
649 ACTUANT CORP CL A	00508X203		3/5/2014	10/6/2016	306		0	451	-145	0	0	0	-145							
650 ACTUANT CORP CL A	00508X203		3/12/2014	11/15/2016	317		0	392	-75	0	0	0	-75							
651 ADOBE SYS DEL PVS 0 D01	00724F101		2/8/2016	12/16/2016	413</															

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount		1,312,019		0		13,378		1,340,287		-14,890		0		0		-14,890	
Short Term CG Distributions		0																	
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses						
898 UNITED RENTALS INC COM	911363109		9/21/2016	12/16/2016	213		0	152	61	0	0	0	61						
899 UNITED TECHS CORP COM	913017109		7/30/2015	12/16/2016	760		0	702	58	0	0	0	58						
900 UNITED THERAPEUTICS CORP	91307C102		2/11/2014	9/16/2016	1,605		0	1,294	311	0	0	0	311						
901 UNITED THERAPEUTICS CORP	91307C102		4/8/2015	9/16/2016			0	183	-50	0	0	0	-50						
902 UNIVERSAL HEALTH SVCS B	313933100		2/11/2014	10/10/2016	2,808		0	1,859	949	0	0	0	949						
903 UNIVERSAL HEALTH SVCS B	482015100		4/8/2015	10/10/2016			0	488	15	0	0	0	15						
904 V F CORPORATION	918204108		2/12/2014	10/4/2016	13,680		0	14,478	-798	0	0	0	-798						
905 V F CORPORATION	918204108		11/30/2015	10/4/2016	1,182		0	1,358	-176	0	0	0	-176						
906 V F CORPORATION	918204108		5/19/2016	10/4/2016	801		0	963	-62	0	0	0	-62						
907 V F CORPORATION	918204108		5/23/2016	10/4/2016	394		0	431	-37	0	0	0	-37						
908 V F CORPORATION	918204108		7/8/2016	10/4/2016	169		0	184	-15	0	0	0	-15						
909 VEEVA SYS INC CL A	822475108		11/25/2015	12/16/2016	128		0	65	43	0	0	0	43						
910 VENTAS INC	92276F100		3/24/2016	5/4/2016	260		0	243	17	0	0	0	17						
911 VENTAS INC	92276F100		3/24/2016	5/19/2016	130		0	122	8	0	0	0	8						
912 VENTAS INC	92276F100		3/24/2016	7/6/2016	948		0	790	158	0	0	0	158						
913 VENTAS REALTY LP	92276M204		2/11/2014	12/16/2016	142		0	131	11	0	0	0	11						
914 VERIFONE SYSTEMS INC	82342Y109		6/30/2016	12/16/2016	183		0	184	-1	0	0	0	-1						
915 ATHENAHEALTH INC	04685W103		3/25/2014	12/16/2016	116		0	165	-49	0	0	0	-49						
916 ATHENAHEALTH INC	04685W103		11/21/2014	12/21/2016	217		0	224	-7	0	0	0	-7						
917 ATHENAHEALTH INC	04685W103		11/10/2014	12/21/2016	108		0	126	18	0	0	0	18						
918 ATHENAHEALTH INC	04685W103		3/25/2014	12/21/2016	108		0	165	-57	0	0	0	-57						
919 ATHENAHEALTH INC	04685W103		4/8/2014	12/21/2016	325		0	442	-117	0	0	0	-117						
920 ATHENAHEALTH INC	04685W103		5/1/2014	12/21/2016	434		0	505	-71	0	0	0	-71						
921 ATHENAHEALTH INC	04685W103		7/18/2014	12/21/2016	217		0	248	-31	0	0	0	-31						
922 ATHENAHEALTH INC	04685W103		2/11/2016	12/22/2016	107		0	116	-9	0	0	0	-9						
923 ATHENAHEALTH INC	04685W103		10/29/2015	12/22/2016	107		0	151	-44	0	0	0	-44						
924 ATHENAHEALTH INC	04685W103		2/8/2016	12/22/2016	427		0	471	-44	0	0	0	-44						
925 ATHENAHEALTH INC	04685W103		12/23/2014	12/22/2016	214		0	301	-87	0	0	0	-87						
926 ATHENAHEALTH INC	04685W103		12/30/2014	12/22/2016	107		0	148	-41	0	0	0	-41						
927 AUTOLIV INC	052800109		2/11/2014	4/26/2016	1,932		0	1,619	313										

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount		Short Term CG Distributions		1,312,019		0		13,378		1,340,287		-14,890		0		0		-14,890	
		7,379		0																	

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount																			
Short Term CG Distributions		7,379				1,312,019		0		13,378		1,340,287		-14,890		0		0		14,890	
		0																			
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj. Basis or Losses								
1312 VERINT SYSTEMS INC	92343X100		4/9/2015	4/27/2016	137		117	254	0	0	0	0	0								
1313 VERINT SYSTEMS INC	92343X100		4/7/2016	12/16/2016	107		0	101	6	0	0	0	6								
1314 VINCI SA ADR	92320101		2/1/2014	8/17/2016	3,249		0	3,098	153	0	0	0	153								
1315 VINCI SA ADR	927320101		2/1/2014	12/16/2016	388		0	394	-26	0	0	0	-26								
1316 VISA INC CL A SHRS	92826C839		2/1/2014	12/16/2016	471		0	334	137	0	0	0	137								
1317 VITAMIN SHOPPE INC	92849E101		7/25/2014	12/16/2016	126		0	218	-90	0	0	0	-90								
1318 VIVENDI SHS UNSP ADR	92852T201		6/30/2015	6/3/2016	19		0	25	-6	0	0	0	-6								
1319 VODAFONE GROUP PLC SHS	92857W308		2/1/2014	12/16/2016	629		0	1,678	-1,049	0	0	0	-1,049								
1320 VORNADO REALTY TRUST	929042844		2/1/2014	12/16/2016	44		0	41	3	0	0	0	3								
1321 VORNADO REALTY TR	929042851		2/1/2014	12/16/2016	23		0	21	2	0	0	0	2								
1322 VORNADO REALTY TR SE CL	929042869		2/1/2014	7/15/2016	53		0	50	3	0	0	0	3								
1323 VORNADO REALTY TR SE CL	929042869		2/1/2014	7/18/2016	78		0	75	3	0	0	0	3								
1324 VORNADO REALTY TR SE CL	929042869		2/1/2014	7/20/2016	105		0	100	5	0	0	0	5								
1325 VORNADO REALTY TR SE CL	929042869		2/1/2014	7/20/2016	78		0	75	3	0	0	0	3								
1326 VORNADO REALTY TR SE CL	929042869		2/1/2014	7/21/2016	104		0	100	4	0	0	0	4								
1327 VORNADO REALTY TR SE CL	929042869		2/1/2014	7/22/2016	77		0	75	2	0	0	0	2								
1328 VORNADO REALTY TR SE CL	929042869		2/1/2014	9/1/2016	400		0	402	-2	0	0	0	-2								
1329 WEC ENERGY GROUP INC SI	92939U106		9/10/2014	8/16/2016	1,566		0	1,164	402	0	0	0	402								
1330 WEC ENERGY GROUP INC SI	92939U106		9/15/2014	8/16/2016	903		0	669	234	0	0	0	234								
1331 WEC ENERGY GROUP INC SI	92939U106		9/15/2014	12/16/2016	466		0	357	109	0	0	0	109								
1332 WABTEC	929740108		2/1/2014	4/12/2016	1,589		0	1,472	117	0	0	0	117								
1333 WABTEC	929740108		2/1/2014	12/16/2016	160		0	147	13	0	0	0	13								
1334 WADDELL & REED FINL A	930059100		2/1/2016	12/16/2016	124		0	129	-5	0	0	0	-5								
1335 WAL-MART STORES INC	931142103		9/1/2015	5/4/2016	1,881		0	1,784	97	0	0	0	97								
1336 WAL-MART STORES INC	931142103		9/1/2015	5/19/2016	483		0	446	37	0	0	0	37								
1337 WAL-MART STORES INC	931142103		9/1/2015	7/6/2016	442		0	382	60	0	0	0	60								
1338 WASTE MANAGEMENT INC N	94106L109		2/1/2014	1/6/2016	53		0	43	10	0	0	0	10								
1339 WIVENDI SHS UNSP ADR	92852T201		2/1/2014	6/3/2016	3,472		0	4,675	-1,203	0	0	0	-1,203								
1340 WASTE MANAGEMENT INC N	94106L109		2/1/2014	12/16/2016	1,904																

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount																			
Long Term CG Distributions		7,379				1,312,019		0		13,378		1,340,287		-14,890		0		0		0	
Short Term CG Distributions		0																			
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/99	Adjusted Basis as of 12/31/99	Excess of FMV Over Adjusted Basis	Gain Minus Excess FMV Over Adj Basis or Losses								
1726 YY INC ADR	984261106		12/11/2014	8/25/2016	140		0	199	-59	0	0	0	-59								
1727 YARA INTL ASA SP ADR	984851204		6/30/2015	7/25/2016	835		0	1,354	-519	0	0	0	-519								
1728 ZEBRA TECHNOLOGIES CRP	989207105		8/17/2016	12/18/2016	255		0	171	84	0	0	0	84								
1729 QWEST CORP (CTL) \$25 PAR	988095392		2/11/2014	9/15/2016	1,275		0	1,296	-21	0	0	0	-21								
1730 DAIMLER A	D1668R123		2/11/2014	12/16/2016	221		0	269	-48	0	0	0	-48								
1731 ALLERGAN PLC	G0177J108		3/18/2015	12/16/2016	192		121	313	0	0	0	0	0								
1732 HARSCO CORPORATION	415884107		8/19/2015	4/25/2016	92		0	159	-67	0	0	0	-67								
1733 HARSCO CORPORATION	415884107		8/19/2015	12/16/2016	55		0	49	6	0	0	0	6								
1734 HARTFORD FINL SVCS GRP	416518504		2/11/2014	12/16/2016	118		0	118	0	0	0	0	0								
1735 HATTERAS FINL CORP	41902R103		2/11/2014	4/11/2016	585		0	694	-109	0	0	0	-109								
1736 HATTERAS FINL CORP	41902R103		2/11/2014	4/13/2016	269		0	319	-50	0	0	0	-50								
1737 HENDERSON GLOBAL EQUIT	425067634		4/29/2015	12/14/2016	883		123	1,006	0	0	0	0	0								
1738 HENDERSON GLOBAL EQUIT	425067634		5/28/2015	12/14/2016	718		97	815	0	0	0	0	0								
1739 HENDERSON GLOBAL EQUIT	425067634		5/28/2015	12/14/2016	251		0	285	-34	0	0	0	-34								
1740 HENDERSON GLOBAL EQUIT	425067634		7/30/2015	12/14/2016	373		0	407	-34	0	0	0	-34								
1741 TIDEWATER INC COM NEW	886423102		1/20/2015	4/22/2016	9		0	30	-21	0	0	0	-21								
1742 TIDEWATER INC COM NEW	886423102		1/20/2015	4/22/2016	17		0	60	-43	0	0	0	-43								
1743 TIDEWATER INC COM NEW	886423102		1/28/2015	4/22/2016	129		0	433	-304	0	0	0	-304								
1744 TIDEWATER INC COM NEW	886423102		1/29/2015	4/22/2016	43		0	142	-99	0	0	0	-99								
1745 TIDEWATER INC COM NEW	886423102		1/30/2015	4/22/2016	34		0	114	-80	0	0	0	-80								
1746 TIDEWATER INC COM NEW	886423102		3/5/2015	4/22/2016	52		0	161	-109	0	0	0	-109								
1747 TIDEWATER INC COM NEW	886423102		3/5/2015	4/25/2016	59		0	187	-128	0	0	0	-128								
1748 TIDEWATER INC COM NEW	886423102		3/5/2015	8/11/2016	52		0	428	-376	0	0	0	-376								
1749 TIDEWATER INC COM NEW	886423102		3/6/2015	8/11/2016	58		0	465	-407	0	0	0	-407								
1750 TIDEWATER INC COM NEW	886423102		3/10/2015	8/11/2016	58		0	443	-385	0	0	0	-385								
1751 TIDEWATER INC COM NEW	886423102		3/11/2015	8/11/2016	36		0	263	-227	0	0	0	-227								
1752 TIDEWATER INC COM NEW	886423102		3/11/2015	8/12/2016	3		0	24	-21	0	0	0	-21								
1753 TIDEWATER INC COM NEW	886423102		3/12/2015	8/12/2016	10		0	73	-63	0	0	0	-63								
1754 TIDEWATER INC COM NEW	886423102		3/13/2015	8/12/2016	10		0	72	-62	0	0	0	-62								
1755 TIDEWATER INC COM NEW	886423102		3/18/2015	8/12/2016	40		0	272	-232	0	0	0	-232								
1756 TIDEWATER INC COM NEW	886423102		3/20/2015	8/12/2016	80		0	504	-424	0	0	0	-424								
1757 TIDEWATER INC COM NEW	886423102		12/21/2015	8/12/2016	100		0	198	-98	0	0	0	-98								
1758 TIDEWATER INC COM NEW	886423102		12/21/2015	8/15/2016	81		0	165	-84	0	0	0	-84								
1759 HENDERSON GLOBAL EQUIT	425067634		4/29/2015	12/14/2016	7		1	8	0	0	0	0	0								
1760 PARTNERSHIP GAIN/LOSS					1,311			0	1,311	0	0	0	1,311								

11/3/2017 10 32 44 AM - XXXX5000 - JSD - PGC - HENRY MIRIAM KAPLAN FOUNDATION

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

18 000										0	0
Name	Check 'X' if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1 MELVYN ATLAS		17 TILLOU ROAD W	SOUTH ORANGE	NJ	07079		TRUSTEE	3 00	18 000		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/13/2016	2	318
3 Second quarter estimated tax payment	6/14/2016	3	318
4 Third quarter estimated tax payment	9/14/2016	4	318
5 Fourth quarter estimated tax payment	12/14/2016	5	319
6 Other payments		6	
7 Total		7	1,273

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	253,517
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	253,517