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

2016

Department 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.

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending

LUCY GOODING CHARITABLE FOUNDATION TRUST
POST OFFICE BOX 37349
JACKSONVILLE, FL 32236-7349

A Employer identification number
59-2891582

B Telephone number (see instructions)
(904) 786-4796

C If exemption application is pending, check here ▶

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

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

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

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> 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, column (c), line 16)
▶ \$ 102,269,503.

J Accounting method Cash Accrual
 Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments			N/A	
4	Dividends and interest from securities	2,242,420.	2,242,420.		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	2,486,186.			
b	Gross sales price for all assets on line 6a <u>33,564,973.</u>				
7	Capital gain net income (from Part IV, line 2)		2,486,186.		
8	Net short-term capital gain				
9	Income modifications				
10 a	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	4,728,606.	4,728,606.		
13	Compensation of officers, directors, trustees, etc.	257,400.	64,350.		193,050.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)				
c	Other professional fees (attach sch)				
17	Interest				
18	Taxes (attach schedule) (see instrs) <u>See Stmt 1</u>	38,209.	47,193.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) <u>See Statement 2</u>	762,791.	745,458.		17,333.
24	Total operating and administrative expenses Add lines 13 through 23	1,058,400.	857,001.		210,383.
25	Contributions, gifts, grants paid <u>Part XV</u>	4,751,500.			4,751,500.
26	Total expenses and disbursements. Add lines 24 and 25	5,809,900.	857,001.		4,961,883.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-1,081,294.			
b	Net investment income (if negative, enter -0-)		3,871,605.		
c	Adjusted net income (if negative, enter -0-)				

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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		
A S S E T S	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		3,824,833.	3,175,991.	3,175,991.
	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 sch)				
		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)		3,668,852.	3,187,368.	3,187,200.
	b	Investments – corporate stock (attach schedule)		67,536,263.	68,055,028.	84,368,033.
	c	Investments – corporate bonds (attach schedule)		11,983,147.	11,513,414.	11,538,279.
	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)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		87,013,095.	85,931,801.	102,269,503.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses				
	18	Grants payable		5,269,152.	4,125,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		5,269,152.	4,125,000.	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		117,858,491.	117,858,491.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		-36,114,548.	-36,051,690.	
30	Total net assets or fund balances (see instructions)		81,743,943.	81,806,801.		
31	Total liabilities and net assets/fund balances (see instructions)		87,013,095.	85,931,801.		

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	81,743,943.
2	Enter amount from Part I, line 27a	2	-1,081,294.
3	Other increases not included in line 2 (itemize) See Statement 3	3	1,144,152.
4	Add lines 1, 2, and 3	4	81,806,801.
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	81,806,801.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a		P		
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 33,564,973.		31,078,787.	2,486,186.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			2,486,186.	
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	2,486,186.
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	2,486,186.

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	5,191,851.	101,191,631.	0.051307
2014	4,979,759.	102,755,854.	0.048462
2013	4,091,986.	96,198,708.	0.042537
2012	4,273,410.	89,538,677.	0.047727
2011	4,184,363.	89,134,110.	0.046945
2 Total of line 1, column (d)			2 0.236978
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 0.047396
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 97,389,870.
5 Multiply line 4 by line 3			5 4,615,890.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 38,716.
7 Add lines 5 and 6			7 4,654,606.
8 Enter qualifying distributions from Part XII, line 4			8 4,961,883.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	38,716.
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	38,716.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	38,716.
6 Credits/Payments		
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	75,000.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	75,000.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	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	36,276.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 36,276. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
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 X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of BONNIE H. SMITH Telephone no (904) 786-4796 Located at PO BOX 37349, JACKSONVILLE, FLORIDA ZIP + 4 32236-7349			
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 N/A	15		N/A
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
1 a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	1 b	X
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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	2 b	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 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d) N/A

6 a 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? Yes No

If 'Yes' to 6b, file Form 8870

7 a 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? Yes No

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
BONNIE H. SMITH POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 32.00	163,800.	0.	0.
ROBERT A. MILLS POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 4.00	31,200.	0.	0.
WILFORD C. LYON, JR. POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 4.00	31,200.	0.	0.
DAVID H. PEEK POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 4.00	31,200.	0.	0.

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

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

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

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

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

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

-----		0

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 GRANT MAKING IS THE ONLY ACTIVITY.	
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 N/A	
2 -----	
All other program-related investments. See instructions	
3 -----	0.

Total. Add lines 1 through 3 ▶ 0.

BAA

Form 990-PF (2016)

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	1 a	95,920,882.
b	Average of monthly cash balances	1 b	2,952,082.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	98,872,964.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	98,872,964.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,483,094.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	97,389,870.
6	Minimum investment return. Enter 5% of line 5	6	4,869,494.

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	4,869,494.
2 a	Tax on investment income for 2016 from Part VI, line 5	2 a	38,716.
b	Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	38,716.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,830,778.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,830,778.
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	4,830,778.

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	1 a	4,961,883.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,961,883.
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	38,716.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,923,167.

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				4,830,778.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015	247,527.			
f Total of lines 3a through e	247,527.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 4,961,883.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2016 distributable amount				4,830,778.
e Remaining amount distributed out of corpus	131,105.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	378,632.			
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	378,632.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015	247,527.			
e Excess from 2016	131,105.			

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

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

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

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
None

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

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

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

See Statement 4

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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
<p><i>a Paid during the year</i> See Statement 5</p>				
<p>Total ▶ 3a</p>				<p>4,751,500.</p>
<p><i>b Approved for future payment</i> See Statement 6</p>				
<p>Total ▶ 3b</p>				<p>4,125,000.</p>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: 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). Row 1 contains 'N/A'.

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

Table with 3 columns: Question, Yes, No. Contains questions 1, a, b, c regarding transfers and transactions with noncharitable exempt organizations.

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.

Schedule table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

b If 'Yes,' complete the following schedule

Schedule table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature: Bonnie H Smith, Date: 4/18/17, Title: Trustee. May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

Client 1

LUCY GOODING CHARITABLE FOUNDATION TRUST

59-2891582

4/18/17

06 34PM

Statement 1
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX-2016	\$ -8,984.			
FOREIGN TAX WITHHELD	47,193.	\$ 47,193.		
Total	<u>\$ 38,209.</u>	<u>\$ 47,193.</u>		<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
D & O INSURANCE	\$ 2,250.			\$ 2,250.
INVESTMENT FEES	745,458.	\$ 745,458.		
MEMBERSHIPS	14,650.			14,650.
OFFICE EXPENSE	433.			433.
Total	<u>\$ 762,791.</u>	<u>\$ 745,458.</u>		<u>\$ 17,333.</u>

Statement 3
Form 990-PF, Part III, Line 3
Other Increases

CURRENT YEAR DECREASE IN GRANTS PAYABLE	\$ 1,144,152.
Total	<u>\$ 1,144,152.</u>

Statement 4
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	LUCY GOODING CHARITABLE FOUNDATION TRUST
Name:	BONNIE H SMITH, MANAGING TRUSTEE
Care Of:	POST OFFICE BOX 37349
Street Address:	JACKSONVILLE, FL 32226-7349
City, State, Zip Code:	(904) 786-4796
Telephone:	bhsmith@bellsouth.net
E-Mail Address:	SEE STATEMENT 7
Form and Content:	SEPTEMBER 30 OF GRANT YEAR
Submission Deadlines:	LIMITED TO DUVAL, CLAY, BAKER, NASSAU AND ST. JOHNS
Restrictions on Awards:	COUNTIES IN FLORIDA WITH EMPHASIS ON ORGANIZATIONS THAT PROVIDE DIRECT BASIC SERVICES TO CHILDREN

Client 1

LUCY GOODING CHARITABLE FOUNDATION TRUST

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**Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ASS'N OF FUNDRAISING PROFESSIONALS PO BOX 43024 JACKSONVILLE FL 32203	NONE		GENERAL SUPPORT	\$ 2,500.
BIG BROTHERS/BIG SISTERS 40 EAST ADAMS ST, SUITE 220 JACKSONVILLE FL 32202	NONE		TECHNOLOGY INFRASTRUCTURE	20,000.
THE BRIDGE OF NE FLORIDA 1824 PEARL STREET JACKSONVILLE FL 32206	NONE		GENERAL SUPPORT	220,000.
CAMPS: "I AM SPECIAL" 134 E. CHURCH STREET JACKSONVILLE FL 32202	NONE		CAMP FOR DISABLED CHILDREN 15K POOL 15K	30,000.
CATHOLIC CHARITIES 134 E. CHURCH STREET JACKSONVILLE FL 32202	NONE		EMERGENCY ASSISTANCE FUND	70,000.
DEPAUL SCHOOL 3044 SOUTH SAN PABLO ROAD JACKSONVILLE FL 32224	NONE		GENERAL SUPPORT	20,000.
DOWN SYNDROME ASSOCIATION 630 MAY ST JACKSONVILLE FL 32204	NONE		COMPUTER CLASSES FOR CHILDREN	20,000.
DOWNTOWN ECUMENICAL COUNCIL 215 OCEAN STREET JACKSONVILLE FL 32202	NONE		FOOD PANTRY	60,000.
GIRL SCOUTS 1000 SHEARER STREET JACKSONVILLE FL 32205	NONE		CLASSROOM SCOUTING & HOUSING PROJECT TROOPS	50,000.
HOPE HAVEN CLINIC 4600 BEACH BLVD. JACKSONVILLE FL 32207	NONE		SUPPORT OPERATIONS	70,000.
HUBBARD HOUSE PO BOX 4909 JACKSONVILLE FL 32201	NONE		DOMESTIC VIOLENCE SHELTER OPERATIONS	70,000.
N FL SCHOOL SPECIAL ED 223 MILL CREEK ROAD JACKSONVILLE FL 32211	NONE		STUDENT SPEECH THERAPY	30,000.

Client 1

LUCY GOODING CHARITABLE FOUNDATION TRUST

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Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
SALVATION ARMY 328 N. OCEAN STREET JACKSONVILLE FL 32202	NONE		AFTER SCHOOL PROGRAM-20K GENERAL SUPPORT-40K	\$ 60,000.
ST. VINCENTS FOUNDATION 1800 BARRS STREET JACKSONVILLE FL 32203	NONE		MOBILE HEALTH OUTREACH PROGRAM FOR CHILDREN	300,000.
SULZBACHER HOMELESS CENTER 611 E. ADAMS STREET JACKSONVILLE FL 32202	NONE		HOMELESS SHELTER OPERATIONS-70K CAPITAL CAMPAIGN 500K	570,000.
COMMUNITY FOUNDATION 245 RIVERSIDE AVENUE, # 310 JACKSONVILLE FL 32202	NONE		SUPPORT DONORS FORUM-35K DESIGNATED PROGRAMS-130K	165,000.
GIRLS ON THE RUN 2610 COUNTESS OF EGMONT ST FERNANDINA BEACH FL 32034	NONE		AFTER SCHOOL PROGRAM	25,000.
JUNIOR ACHIEVEMENT 1801 ART MUSEUM DRIVE, #101 JACKSONVILLE FL 32207	NONE		STUDENT FINANCE EDUCATION	60,000.
NONPROFIT CENTER 40 EAST ADAMS STREET #100 JACKSONVILLE FL 32202	NONE		GENERAL SUPPORT-40K ENDOWMENT-100K	140,000.
WOLFSON CHILDREN'S HOSPITAL 841 PRUDENTIAL DRIVE #1300 JACKSONVILLE FL 32207	NONE		PEDIATRIC NEUROSURGICAL Ctr:SUPPORT 250K ENDOWMENT 500K	750,000.
UNITED WAY OF NE FLORIDA 1300 RIVERPLACE BLVD #500 JACKSONVILLE FL 32203	NONE		FULL SERVICE SCHOOL PROGRAM	480,000.
exponent philanthropy 1720 NORTH STREET NW WASHINGTON DC 20036	NONE		GENERAL SUPPORT	10,000.
MALI VAI WASHINGTON KIDS 2933 NORTH MYRTLE AVE, #101 JACKSONVILLE FL 32209	NONE		AFTER SCHOOL PROGRAMS	50,000.
BOYS & GIRLS CLUBS 555 W 25TH ST JACKSONVILLE FL 32206	NONE		AFTER SCHOOL PROGRAMS-80K CAPITAL CAMPAIGN-200K	280,000.

Client 1

LUCY GOODING CHARITABLE FOUNDATION TRUST

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Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
BETTY GRIFFIN HOUSE POST OFFICE BOX 3319 ST. AUGUSTINE FL 32085	NONE		DOMESTIC VIOLENCE SHELTER OPERATIONS	\$ 25,000.
COMMUNITY CONNECTIONS POST OFFICE BOX 41086 JACKSONVILLE FL 32203	NONE		GENERAL SUPPORT	250,000.
BEACHES EMERGENCY ASSISTANCE MINISTRY P O BOX 51372 JACKSONVILLE BEACH FL 32240	NONE		EMERGENCY HOUSING ASSISTANCE	60,000.
GIRLS INC 100 FESTIVAL PARK JACKSONVILLE FL 32202	NONE		AFTER SCHOOL PROGRAMS-42K COMPUTERS-10K	52,000.
GREENWOOD SCHOOL 9920 REGENCY SQ BLVD JACKSONVILLE FL 32225	NONE		GUIDANCE COUNSELOR	30,000.
POLICE ATHLETIC LEAGUE PO BOX 12256 JACKSONVILLE FL 32209	NONE		AFTER SCHOOL PROGRAMS SUPPORT	50,000.
PRESBYTERIAN SOCIAL MINISTRY 1016 OAK ST JACKSONVILLE FL 32204	NONE		CLOTHING MINISTRY	30,000.
PROJECT SOS 6850 BELFORT OAKS PL JACKSONVILLE FL 32216	NONE		HEALTH & MENTORING PROGRAM	30,000.
QUIGLEY HOUSE PO BOX 142 ORANGE PARK FL 32067	NONE		SUPPORT DOMESTIC VIOLENCE SHELTER	55,000.
DLC NURSE AND LEARN 4101-1 COLLEGE ST JACKSONVILLE FL 32205	NONE		GENERAL SUPPORT	50,000.
BARNABUS CENTER, INC. 11 SOUTH 11TH STREET FERNANDINA BEACH FL 32034	NONE		EMERGENCY AID-70K MEDICAL ENDOWMT-25K	95,000.
MICAH'S PLACE P.O. BOX 16287 FERNANDINA BEACH FL 32035	NONE		DOMESTIC VIOLENCE SHELTER OPERATIONS	40,000.

Client 1

LUCY GOODING CHARITABLE FOUNDATION TRUST

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Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
COMMUNITIES IN SCHOOLS 1 RIVERSIDE AVE., #440 JACKSONVILLE FL 32202	NONE		EARLY LITERACY PROGRAM	\$ 40,000.
CARPENTER'S SHOP CENTER 1601 UNIVERSITY BLVD N JACKSONVILLE FL 32211	NONE		AFTER SCHOOL PROGRAM	10,000.
SEAMARK RANCH 1 SAN JOSE PLACE, STE 31 JACKSONVILLE FL 32257	NONE		OPERATING COSTS FOR YOUTH HOME	30,000.
HAVEN HORSE RANCH 7333 COUNTY ROAD 208 ST. AUGUSTINE FL 32033	NONE		THERAPEUTIC RIDING	15,000.
JACKSONVILLE SPEECH & HEARING 1128 N LAURA STREET JACKSONVILLE FL 32206	NONE		GENERAL SUPPORT	15,000.
MARATHON HIGH 2610 COUNTESS OF EGMONT FERNANDINA BEACH FL 32034	NONE		HIGH SCHOOL RUNNING PROGRAM	10,000.
FEEDING NE FLORIDA 1116 EDGEWOOD AVE. N. JACKSONVILLE FL 32254	NONE		CHILDREN'S FEEDING PROGRAM SUPPORT	60,000.
COMMON THREADS 4332 PINWOOD AVE JACKSONVILLE FL 32207	NONE		AFTER SCHOOL COOKING PROGRAM	20,000.
POLICE ATHLETIC LEAGUE-CLAY 901 N ORANGE AVE GREEN COVE SPRINGS FL 32043	NONE		PARK IMPROVEMENTS MAINTENANCE EQUIP	10,000.
TRINITY RESCUE MISSION 622 W UNION ST JACKSONVILLE FL 32202	NONE		WOMEN/CHILDREN CTR	15,000.
2ND MILE MINISTRIES 1650 MARGARET ST #302 JACKSONVILLE FL 32204	NONE		YOUTH DEVELOPMENT PROGRAM	7,000.
ST FRANCIS HOUSE 70 WASHINGTON ST ST AUGUSTINE FL 32086	NONE		RENOVATE CAMPUS FOR HOMELESS	200,000.

Total \$ 4,751,500.

Client 1

LUCY GOODING CHARITABLE FOUNDATION TRUST

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Statement 6
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
COMMUNITY FOUNDATION 245 RIVERSIDE AVE, STE 310 JACKSONVILLE FL 32202	NONE		SUPPORT DONORS FORUM	\$ 175,000.
UNITED WAY OF NE FLORIDA 1300 RIVERPLACE BLVD #500 JACKSONVILLE FL 32203	NONE		FULL SERVICE SCHOOL SITE	1,440,000.
WOLFSON CHILDREN'S HOSPITAL 841 PRUDENTIAL DRIVE #1300 JACKSONVILLE FL 32207	NONE		PEDIATRIC NEUROSURGICAL CENTER OPERATIONS	250,000.
ST. VINCENTS FOUNDATION 1800 BARRS STREET JACKSONVILLE FL 32203	NONE		MOBILE HEALTH OUTREACH PRGRAM FOR CHILDREN	600,000.
SULZBACHER HOMELESS CENTER 611 E. ADAMS STREET JACKSONVILLE FL 32202	NONE		CAPITAL CAMPAIGN	500,000.
FEEDING NE FLORIDA 1116 EDGEWOOD AVE. N. JACKSONVILLE FL 32254			CHILDREN'S FEEDING PROGRAM SUPPORT	60,000.
BOYS & GIRLS CLUBS 555 W 25TH ST JACKSONVILLE FL 32206			TEEN CENTER CAPITAL CAMPAIGN	600,000.
THE BRIDGE OF NE FL 1824 PEARL ST JACKSONVILLE FL 32206			OPERATING ENDOWMENT	500,000.
Total				\$ <u>4,125,000.</u>

As of December 31, 2016 | Reporting Currency: USD

Gooding

CASH, MMF AND BANK DEPOSITS

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
Cash	6,301.76	-	\$1.00	\$6,301.76	-	-	0.01%
BANK DEPOSIT PROGRAM	3,167,933.75	-	1.00	3,167,933.75	-	-	3.09
<i>BDFS, Cusip: 061871901, Accrued Interest: \$3.46, YTD Interest Paid \$618.63, YTD Tax Withheld \$0.00</i>							
Cash, MMF and Bank Deposits Total				\$3,174,235.51			3.10%

STOCK / OPTIONS

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
3M COMPANY	1,738.00	\$92.64	\$178.57	\$310,354.66	\$149,344.61	2.48%	0.30%
<i>MMM, Cusip: 88579Y101, Div\$ 4.44, MS Rating UNWEIGHT, Morningstar 3</i>	7,693.00	33.11	38.41	295,488.13	40,758.53	2.75	0.29
ABBOTT LABORATORIES		254,729.60				3.19	
<i>ABT, Cusip: 002824100, Div\$ 1.06, MS Rating EQWEIGHT, Morningstar: 1</i>	7,493.00	46.60	62.62	469,211.66	120,040.49	4.08	0.46
ABBVIE INC COM		349,171.17				5.48	
<i>ABBV, Cusip: 00287Y109, Div\$ 2.56, MS Rating EQWEIGHT, Morningstar 1</i>	1,445.00	86.94	117.13	169,252.85	43,620.64	2.06	0.17
ACCENTURE PLC IRELAND CL A		125,632.21				2.78	
<i>ACV, Cusip: G1151C101, Div\$ 2.42, MS Rating EQWEIGHT, Morningstar: 2</i>	959.00	37.93	54.45	52,217.55	15,839.58	-	0.05
ACTELION LTD UNSPON ADR		36,377.97				-	
<i>ALJOY, Cusip: 00507G102</i>	2,665.00	45.34	58.60	156,169.00	35,332.58	-	0.15
ADIANT PLC COM		120,836.42				-	
<i>ADNT, Cusip: G0084W101, Morningstar 2</i>	6,217.00	113.15	124.01	770,970.17	67,542.99	0.80	0.75
AETNA INC (NEW)(CT)		703,427.18				0.88	
<i>AET, Cusip: 00817Y108, Div\$ 1.00, MS Rating DC, Morningstar 3</i>	689.00	80.50	143.82	99,091.98	43,626.60	2.39	0.10
AIR PROD & CHEM INC		55,465.38				4.27	
<i>APD, Cusip: 009158106, Div\$ 3.44, MS Rating EQWEIGHT, Morningstar 2</i>							

Unrealized Gain/Loss value does not reflect interest and dividend accruals. Total Value and % of Portfolio are based on US Dollar values. Unrealized Gain/Loss totals only reflect positions that have both Cost Basis and Market Value/ Total Value information available

As of December 31, 2016 | Reporting Currency: USD

Gooding

STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
ALLEGHANY CP DELAWARE	164.00	461.13 75,624.99	608.12	99,731.68	24,106.69	-	0.10
Y, Cusp 017175100 ALLERGAN PLC SHS	541.00	248.60 134,494.89	210.01	113,615.41	-20,879.48	1.33 1.12	0.11
AGN, Cusp G0177J108, Div\$ 2.80, MS Rating OVWEIGHT, Morningstar: 1 ALLIANCE DATA SYSTEMS CORP	1,270.00	199.69 253,606.93	228.50	290,195.00	36,588.07	0.91 1.04	0.28
ADS, Cusp 018581108, Div\$ 2.08, Morningstar 1 ALPHABET INC CL A	390.00	380.28 148,308.12	792.45	309,055.50	160,747.38	-	0.30
GOOGL, Cusp: 02079K305, MS Rating. OVWEIGHT, Morningstar. 2 ALPHABET INC CL C	1,375.00	608.33 836,455.81	771.82	1,061,252.50	224,796.69	-	1.04
GOOG, Cusp 02079K107, MS Rating DC, Morningstar 2 ALTRIA GROUP INC	13,837.00	44.11 610,409.16	67.62	935,657.94	325,248.78	3.60 5.52	0.92
MO, Cusp. 02209S103, Div\$ 2.44, MS Rating: EQWEIGHT, Morningstar 3 AMAZON COM INC	1,300.00	333.41 433,435.21	749.87	974,831.00	541,395.79	-	0.95
AMZN, Cusp 023135106, MS Rating OVWEIGHT, Morningstar 1 AMER FINANCIAL GP INC HLDG CO	765.00	72.65 55,578.23	88.12	67,411.80	11,833.57	1.41 1.71	0.07
AFG, Cusp. 025932104, Div\$. 1.25 AMER INTL GP INC NEW	5,305.00	56.11 297,635.88	65.31	346,469.55	48,833.67	1.95 2.27	0.34
AIG, Cusp 026874784, Div\$ 1.28, MS Rating EQWEIGHT, Morningstar 2 AMERICAN ELECTRIC POWER CO	2,105.00	43.82 92,245.60	62.96	132,530.80	40,285.20	3.74 5.37	0.13
AEP, Cusp. 025537101, Div\$. 2.36, MS Rating: EQWEIGHT, Morningstar. 2 AMERICAN EXPRESS CO	10,619.00	60.29 640,242.88	74.08	786,655.52	146,412.64	1.72 2.11	0.77
AXP, Cusp 025816109, Div\$. 1.28, MS Rating EQWEIGHT, Morningstar 2 AMERIPRISE FINCL INC	1,399.00	50.62 70,817.92	110.94	155,205.06	84,387.14	2.70 5.92	0.15

Unrealized Gain/Loss value does not reflect interest and dividend accruals. Total Value and % of Portfolio are based on US Dollar values. Unrealized Gain/Loss totals only reflect positions that have both Cost Basis and Market Value/ Total Value information available.

As of December 31, 2016 | Reporting Currency: USD

Gooding

STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
AMP, Cusip: 03076C106, Div\$ 3.00, MS Rating: OVWEIGHT, Morningstar 2	1,289.00	156.10	146.21	188,464.69	-12,742.67	3.14	0.18
AMGEN INC		201,207.36				2.94	
AMGN, Cusip: 03116Z100, Div\$ 4.60, MS Rating: OVWEIGHT, Morningstar 1	1,543.00	65.00	69.73	107,593.39	7,295.74	0.28	0.11
ANADARKO PETE		100,297.65				0.30	
APC, Cusip: 032511107, Div\$ 0.20, MS Rating: OVWEIGHT, Morningstar 3	2,459.00	110.32	105.44	259,276.96	-11,995.65	3.03	0.25
ANHEUSER BUSCH INBEV SA SPON		271,272.61				2.90	
BUD, Cusip: 03524A108, Div\$ 3.20, MS Rating: DC, Morningstar 1	2,260.00	137.62	143.77	324,920.20	13,891.02	1.80	0.32
ANTHEM INC COM		311,029.18				1.88	
ANTM, Cusip: 036752103, Div\$ 2.60, MS Rating: DC, Morningstar 2	770.00	100.23	111.53	85,878.10	8,701.57	1.18	0.08
AON PLC SHS CL-A		77,176.53				1.31	
AON, Cusip: G0408V102, Div\$ 1.32, MS Rating: EQWEIGHT, Morningstar 3	11,724.00	50.55	63.47	744,122.28	151,499.22	1.57	0.73
APACHE CORP		592,623.06				1.97	
APA, Cusip: 037411105, Div\$ 1.00, MS Rating: EQWEIGHT, Morningstar 3	13,958.00	78.99	115.82	1,616,615.56	514,010.61	1.96	1.58
APPLE INC		1,102,604.95				2.87	
AAPL, Cusip: 037833100, Div\$ 2.28, MS Rating: OVWEIGHT, Morningstar 2	497.00	59.54	79.40	39,461.80	9,868.99	1.44	0.04
ASHTREAD GROUP PLC ADR		29,592.81				1.92	
ASHTY, Cusip: 045055100, Div\$ 1.15	980.00	96.63	112.20	109,956.00	15,256.22	0.91	0.11
ASML HOLDING NV NY REG NEW		94,699.78				1.06	
ASML, Cusip: N07059210, Div\$ 1.03, Morningstar 3	9,849.00	8.22	9.25	91,103.25	10,148.19	1.27	0.09
ASSA ABLOY AB UNSP ADR		80,955.06				1.43	
ASAZY, Cusip: 045387107, Div\$ 0.12	1,008.00	35.38	33.82	34,090.56	-1,567.46	1.21	0.03
ASSOC BRITISH FDS PLC ADR-NEW		35,658.02				1.16	
ASBFY, Cusip: 045519402, Div\$ 0.41	11,861.00	29.08	27.32	324,042.52	-20,824.94	5.01	0.32
ASTRAZENECA PLC ADS							

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Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
AZN, Cusp: 046353108, Div\$ 1 37, Morningstar 1 AT&T INC	11,854.00	344,867.46	42.53	504,150.62	97,999.79	4.71	0.49
T, Cusp 00206R102, Div\$ 1 96, MS Rating NAV, Morningstar 3 AUTOMATIC DATA PROCESSING INC	4,200.00	74.63	102.78	431,676.00	118,225.54	2.21	0.42
ADP, Cusp: 053015103, Div\$ 2 28, MS Rating: EQWEIGHT, Morningstar 3 BANCA MEDIOLANUM S P A ADR	2,490.00	313,450.46	14.42	35,905.80	-5,789.00	3.04	0.04
BNCDY, Cusp 05970D106, Div\$ 0 22 BANK OF NEW YORK MELLON CORP	11,180.00	41,694.80	47.38	529,708.40	211,087.42	1.53	0.52
BK, Cusp 064058100, Div\$ 0 76, MS Rating: EQWEIGHT, Morningstar: 2 BECTON DICKINSON & CO	855.00	318,620.98	165.55	141,545.25	-10,570.45	1.32	0.14
BDX, Cusp 075887109, Div\$ 2 92, MS Rating EQWEIGHT, Morningstar 2 BERKLEY W R CORP	1,314.00	152,115.70	66.51	87,394.14	10,491.10	1.64	0.09
WRB, Cusp. 084423102, Div\$ 0 52, MS Rating EQWEIGHT, Morningstar 3 BERKSHIRE HATHAWAY CL-B NEW	4,874.00	76,903.04	162.98	794,364.52	302,271.73	0.78	0.78
BRKB, Cusp. 084670702, Morningstar 2 BHP BILLITON LTD	2,610.00	492,092.79	35.78	93,385.80	-5,698.16	-	0.09
BHP, Cusp. 088606108, Div\$ 0 60, Morningstar 3 BIOGEN INC COM	162.00	37.96	283.58	45,939.96	-5,727.27	1.57	0.05
BLIB, Cusp 09062X103, MS Rating OVWEIGHT, Morningstar 1 BLACKROCK INC	1,316.00	51,667.23	380.54	500,790.64	176,176.81	-	0.49
BLK, Cusp: 09247X101, Div\$ 9 16, MS Rating: OVWEIGHT, Morningstar 2 BRITISH AMER TOB SPON ADR	1,095.00	324,613.83	112.67	123,373.65	681.39	2.40	0.12
BTI, Cusp 11048B107, Div\$ 4 34, Morningstar 2	122,692.26	112.05	3.85	3.87	3.87	3.85	3.87

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STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
CA INCORPORATED	9,757.00	28.97	31.77	309,979.89	27,323.65	3.21 3.52	0.30
CA, Cusip 12673P105, Div\$ 1 02, Morningstar. 2		282,656.24					
CABOT OIL & GAS CORP A	7,571.00	29.52	23.36	176,858.56	-46,622.60	0.34 0.27	0.17
CABOT OIL & GAS CORP A		223,481.16					
CAMDEN PROPERTY TRUST	1,029.00	79.49	84.07	86,508.03	4,711.61	3.56 3.77	0.09
COG, Cusip 127097103, Div\$ 0 08, MS Rating EQWEIGHT, Morningstar 2		81,796.42					
CANADIAN NATL RAILWAY CO	915.00	63.44	67.40	61,671.00	3,626.41	1.66 1.76	0.06
CPT, Cusip 133131102, Div\$ 3 00		58,044.59					
CAP GEMINI SA ADR	2,775.00	17.50	16.82	46,661.63	-1,910.74	1.38 1.33	0.05
CNI, Cusip 136375102, Div\$ 1 12, MS Rating DC, Morningstar 2		48,572.37					
CCEMY, Cusip 139098107, Div\$ 0.23	1,688.00	78.32	87.24	147,261.12	15,050.96	1.83 2.04	0.14
CAPITAL ONE FINANCIAL CORP		132,210.16					
COF, Cusip 14040H105, Div\$ 1.60, MS Rating OVWEIGHT, Morningstar 2	3,784.00	18.63	17.26	65,311.84	-5,183.28	1.02 0.95	0.06
COF, Cusip 14040H105, Div\$ 1.60, MS Rating OVWEIGHT, Morningstar 2		70,495.12					
CARLSBERG AS	4,385.00	48.07	64.39	282,350.15	71,559.62	-	0.28
CABGY, Cusip 142795202, Div\$ 0 18, Morningstar. 2		210,790.53					
CARMAX INC	7,522.00	44.21	52.06	391,595.32	59,031.68	2.68 3.16	0.38
KMX, Cusip 143130102, MS Rating EQWEIGHT, Morningstar 3		332,563.64					
CARNIVAL CP NEW PAIRED COM	1,255.00	85.86	92.74	116,388.70	8,637.15	3.32 3.59	0.11
CCL, Cusip 143658300, Div\$ 1 40, MS Rating: UNWEIGHT, Morningstar. 2		107,751.55					
CATERPILLAR INC	2,415.00	64.68	63.62	153,642.30	-2,559.66	1.13 1.11	0.15
CAT, Cusip 149123101, Div\$ 3 08, MS Rating EQWEIGHT, Morningstar 3		156,201.96					
CBS CORP NEW CL B SHRS	738.00	129.85	142.77	105,364.26	9,534.65	1.06 1.17	0.10
CBS, Cusip 124857202, Div\$ 0.72, MS Rating NAV, Morningstar 2		95,829.61					
CDN PACIFIC RY LTD NEW							

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Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
CP, Cusp 136457100, Div\$ 1 52, MS Rating DC, Morningstar 2	737.00	50.21	52.09	38,390.33	1,388.36	1.22	0.04
CDW CORPORATION		37,001.97				1.27	
CDW, Cusp. 12514GI08, Div\$ 0 64, MS Rating. EQWEIGHT	2,155.00	71.72	78.74	169,684.70	15,124.01	1.82	0.17
CELANESE CORP SERIES A COM STK		154,560.69				2.00	
CE, Cusp 150870103, Div\$ 1 44, MS Rating EQWEIGHT, Morningstar 3	1,260.00	106.80	115.75	145,845.00	11,272.89	-	0.14
CELGENE CORP		134,572.11				-	
CELG, Cusp 151020104, MS Rating EQWEIGHT, Morningstar 2	5,434.00	57.33	47.37	257,408.58	-54,146.19	-	0.25
CERNER CORP		311,554.77				-	
CERN, Cusp 156782104, MS Rating UNWEIGHT, Morningstar 1	1,950.00	68.33	73.26	142,857.00	9,611.86	2.45	0.14
CH ROBINSON WORLDWIDE INC NEW		133,245.14				2.63	
CHRW, Cusp 12541W209, Div\$ 1.80, MS Rating UNWEIGHT, Morningstar 3	2,086.00	26.86	39.47	82,334.42	26,306.21	0.70	0.08
CHARLES SCHWAB NEW		56,028.21				1.03	
SCHW, Cusp 808513105, Div\$ 0 28, MS Rating OVWEIGHT, Morningstar 2	13,689.00	90.36	117.70	1,611,195.30	374,261.87	3.67	1.57
CHEVRON CORP		1,236,933.43				4.78	
CYX, Cusp 166764100, Div\$ 4 32, MS Rating OVWEIGHT, Morningstar 3	800.00	436.13	377.32	301,856.00	-47,048.82	-	0.30
CHIPOTLE MEXICAN GRILL INC COM		348,904.82				-	
CMG, Cusp 169656105, MS Rating EQWEIGHT, Morningstar 2	4,919.00	106.28	132.12	649,898.28	127,116.42	2.08	0.64
CHUBB LTD		522,781.86				2.59	
CB, Cusp H14671104, Div\$ 2 76, MS Rating OVWEIGHT, Morningstar 2	2,341.00	47.46	75.75	177,330.75	66,239.34	2.53	0.17
CINCINNATI FINANCIAL OHIO		111,091.41				4.04	
CINF, Cusp. 172062101, Div\$ 1 92	17,512.00	23.87	30.22	529,212.64	111,233.64	3.44	0.52
CISCO SYS INC		417,979.00				4.36	
CSCO, Cusp 17275R102, Div\$ 1.04, MS Rating EQWEIGHT, Morningstar 3	14,928.00	50.63	59.43	887,171.04	131,344.11	1.07	0.87
CITIGROUP INC NEW							

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STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
C, Cusp. 172967424, Div\$ 0.64, MS Rating OVWEIGHT, Morningstar 2	1,243.00	755,826.93	115.35	143,380.05	48,024.65	1.26	0.14
CME GROUP INC		95,355.40				3.13	
CME, Cusp. 12572Q105, Div\$ 2.40, Morningstar 3	3,983.00	35.19	41.62	165,772.46	25,619.54	2.97	0.16
CMS ENERGY CP		140,152.92				3.51	
CMS, Cusp 125896100, Div\$ 1.24, MS Rating DC, Morningstar 3	21,507.00	34.92	41.46	891,680.22	140,564.55	3.37	0.87
COCA COLA CO		751,115.67				4.00	
KO, Cusp 191216100, Div\$. 1.40, MS Rating EQWEIGHT, Morningstar 1	6,267.00	65.52	65.44	410,112.48	-509.96	2.38	0.40
COLGATE PALMOLIVE CO		410,622.44				2.38	
CL, Cusp 194162103, Div\$ 1.56, MS Rating. EQWEIGHT, Morningstar 1	8,735.00	45.55	69.05	603,151.75	205,253.66	1.59	0.59
COMCAST CORP (NEW) CLASS A		397,898.09				2.41	
CMCSA, Cusp. 20030N101, Div\$ 1.10, MS Rating OVWEIGHT, Morningstar 3	5,210.00	8.64	6.56	34,177.60	-10,855.81	1.52	0.03
COMPAGNIE FIN RICHEMONTAG ADR		45,033.41				1.15	
CFRUY, Cusp 204319107, Div\$ 0.10	4,339.00	17.57	18.68	81,052.52	4,833.63	1.99	0.08
COMPASS GROUP PLC		76,218.89				2.12	
CMPGY, Cusp: 20449X302, Div\$ 0.37, Morningstar 2	6,913.00	48.12	50.14	346,617.82	13,983.11	1.99	0.34
CONOCOPHILLIPS		332,634.71				2.07	
COP, Cusp 20825C104, Div\$. 1.00, MS Rating EQWEIGHT, Morningstar 2	305.00	149.70	153.31	46,759.55	1,101.20	1.04	0.05
CONSTELLATION BRANDS INC CL A		45,658.35				1.07	
STZ, Cusp. 21036P108, Div\$. 1.60, MS Rating OVWEIGHT, Morningstar 3	1,180.00	43.23	38.50	45,430.00	-5,582.46	1.60	0.04
CONTL AG SPONS ADR		51,012.46				1.43	
CTAY, Cusp 210771200, Div\$ 0.62	2,795.00	97.08	120.04	335,511.80	64,181.12	1.83	0.33
CORE LABORATORIES N V		271,330.68				2.26	
CLB, Cusp N22717107, Div\$ 2.20, MS Rating OVWEIGHT, Morningstar: 2							

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Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
COSTCO WHOLESALE CORP NEW	2,170.00	91.67	160.11	347,438.70	148,525.32	1.12	0.34
		198,913.38				1.96	
COST, Cusip 22160K105, Div\$ 1.80, MS Rating OVWEIGHT, Morningstar 3	5,190.00	13.34	14.31	74,268.90	5,032.93	5.02	0.07
CREDIT SUISSE GROUP		69,235.97				5.39	
CS, Cusip: 225401108, Div\$ 0.72, Morningstar. 2	1,550.00	63.04	78.91	122,310.50	24,606.96	2.53	0.12
CVS HEALTH CORP COM		97,703.54				3.17	
CVS, Cusip 126650100, Div\$ 2.00, MS Rating EQWEIGHT, Morningstar 1	4,016.00	20.33	27.15	109,034.40	27,387.56	2.05	0.11
DAIWA HOUSE IND LTD ADR		81,646.84				2.74	
DWAHY, Cusip 234062206, Div\$. 0.56	1,886.00	68.52	67.35	127,022.10	-2,206.66	1.72	0.12
DELPHI AUTOMOTIVE PLC		129,228.76				1.69	
DLPH, Cusip G27823106, Div\$ 1.16, MS Rating UNWEIGHT, Morningstar 2	2,940.00	110.49	103.94	305,583.60	-19,249.20	2.99	0.30
DIAGEO PLC SPON ADR NEW		324,832.80				2.81	
DEO, Cusip. 25243Q205, Div\$. 3.12, Morningstar 2	1,465.00	58.70	72.09	105,611.85	19,620.76	1.66	0.10
DISCOVER FINCL SVCS		85,991.09				2.04	
DFS, Cusip 254709108, Div\$ 1.20, MS Rating OVWEIGHT, Morningstar 3	4,760.00	73.44	74.07	352,573.20	2,989.58	1.35	0.35
DOLLAR GEN CORP NEW COM		349,583.62				1.36	
DG, Cusip. 256677105, Div\$. 1.00, MS Rating OVWEIGHT, Morningstar 2	4,730.00	52.80	76.59	362,270.70	112,521.99	3.65	0.35
DOMINION RES INC		249,748.71				5.29	
D, Cusip 25746U109, Div\$ 2.80, MS Rating EQWEIGHT, Morningstar 2	5,679.00	44.02	57.22	324,952.38	74,982.39	3.21	0.32
DOW CHEMICAL CO		249,969.99				4.17	
DOW, Cusip: 260543103, Div\$ 1.84, MS Rating. NAV, Morningstar. 2	5,298.00	45.86	73.40	388,873.20	145,892.73	2.07	0.38
DU PONT EI DE NEMOURS & CO		242,980.47				3.31	
DD, Cusip 263534109, Div\$ 1.52, MS Rating NAV, Morningstar 2	1,121.00	68.02	77.62	87,012.02	10,761.44	4.40	0.09
DUKE ENERGY CORP NEW		76,250.58				5.02	

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Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
<i>DUK, Cusip: 26441C204, Div\$: 3.42, MS Rating EQWEIGHT, Morningstar 1</i>	2,998.00	33.71	34.65	103,880.70	2,826.38	-	0.10
E*TRADE FINANCIAL CORP NEW COM		101,054.32					
<i>ETFC, Cusip: 269246401, MS Rating EQWEIGHT</i>	2,135.00	69.67	67.09	143,237.15	-5,505.81	3.39	0.14
EATON CORP PLC SHS		148,742.96				3.27	
<i>ETN, Cusip: G29183103, Div\$: 2.28, MS Rating OVWEIGHT, Morningstar 2</i>	3,824.00	25.71	29.69	113,534.56	15,215.24	-	0.11
EBAY INC		98,319.32					
<i>EBAY, Cusip: 278642103, MS Rating UNWEIGHT, Morningstar 2</i>	4,158.00	106.03	117.22	487,400.76	46,519.03	1.26	0.48
ECOLAB INC		440,881.73				1.39	
<i>ECL, Cusip: 278865100, Div\$: 1.48, Morningstar 3</i>	3,074.00	62.24	73.55	226,092.70	34,766.69	2.82	0.22
ELI LILLY & CO		191,326.01				3.33	
<i>LLY, Cusip: 532457108, Div\$: 2.08, MS Rating OVWEIGHT, Morningstar 1</i>	28,108.00	12.44	11.74	329,987.92	-19,523.39	0.51	0.32
ENCANA CORP		349,511.31				0.48	
<i>ECA, Cusip: 292505104, Div\$: 0.06, MS Rating EQWEIGHT, Morningstar 3</i>	1,895.00	76.14	73.47	139,225.65	-5,062.95	4.73	0.14
ENERGY CORP NEW		144,288.60				4.56	
<i>ETR, Cusip: 29364G103, Div\$: 3.48, MS Rating UNWEIGHT, Morningstar 2</i>	843.00	77.96	101.10	85,227.30	19,508.39	0.66	0.08
EOG RESOURCES INC		65,718.91				0.86	
<i>EOG, Cusip: 26875P101, Div\$: 0.67, MS Rating EQWEIGHT, Morningstar 3</i>	1,745.00	73.28	65.40	114,123.00	-13,744.64	0.18	0.11
EQT CORPORATION COM NEW		127,867.64				0.16	
<i>EQT, Cusip: 26884L109, Div\$: 0.12, MS Rating EQWEIGHT</i>	765.00	296.99	357.41	273,418.65	46,218.32	1.95	0.27
EQUINIX INC COM PAR \$0.001		227,200.33				2.35	
<i>EQX, Cusip: 29444U700, Div\$: 7.00, MS Rating EQWEIGHT</i>	1,520.00	68.88	64.36	97,827.20	-6,875.96	3.13	0.10
EQUITY RESIDENTIAL		104,703.16				2.92	
<i>EQR, Cusip: 29476L107, Div\$: 2.02</i>	2,302.00	37.34	76.49	176,079.98	90,129.95	1.77	0.17
ESTEE LAUDER CO INC CL A							

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EL, Cusip 518439104, Div\$ 1 36, MS Rating. OVWEIGHT, Morningstar. 1 EXELON CORP	4,630.00	85,950.03	35.49	164,318.70	24,956.63	3.63	0.16
EXC, Cusip 30161N101, Div\$ 1 27, MS Rating OVWEIGHT, Morningstar 3 EXPRESS SCRIPTS HLDG CO COM	2,345.00	139,362.07	68.79	161,312.55	22,860.35	4.22	0.16
ESRX, Cusip: 30219G108, MS Rating UNWEIGHT, Morningstar- 1 EXTRA SPACE STORAGE INC	885.00	138,452.20	77.24	68,357.40	-13,310.43	-	0.07
EXR, Cusip 30225T102, Div\$ 3 12, MS Rating. UNWEIGHT, Morningstar 2 EXXON MOBIL CORP	12,255.00	81,667.83	90.26	1,106,136.30	202,845.25	3.37	1.08
XOM, Cusip- 30231G102, Div\$ 3 00, MS Rating. UNWEIGHT, Morningstar 3 FACEBOOK INC CL-A	6,696.00	903,291.05	115.05	770,374.80	80,109.68	-	0.75
FB, Cusip 30303M102, MS Rating OVWEIGHT, Morningstar. 2 FANUC CORPORATION UNSP ADR	2,740.00	16.16	16.65	45,621.00	1,342.30	1.57	0.05
FANUY, Cusip 30730S102, Div\$ 0 26, Morningstar 2 FEDL RLTY INVT TRUST S B I	635.00	44,278.70	142.11	90,239.85	-5,308.80	1.62	0.09
FRT, Cusip- 313747206, Div\$. 3 92, MS Rating DC, Morningstar 3 FIDELITY NATL INFORMATION SE	1,720.00	150.47	75.64	130,100.80	43,556.52	2.60	0.13
FIS, Cusip. 31620M106, Div\$ 1 04, Morningstar. 3 FIFTH 3RD BANCORP OHIO	6,849.00	95,548.65	26.97	184,717.53	75,116.98	2.06	0.18
FITB, Cusip. 316773100, Div\$ 0 56, MS Rating EQWEIGHT, Morningstar 3 FLEETCOR TECHNOLOGIES	2,381.00	109,600.55	141.52	336,959.12	37,939.72	3.49	0.33
FLT, Cusip: 339041105, MS Rating. OVWEIGHT FRESENIUS SE & CO SPN ADR	3,518.00	299,019.40	19.48	68,530.64	17,685.88	0.51	0.07
FSNYY, Cusip 35804M105, Div\$ 0 10	50,844.76	50,844.76				0.69	

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Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
GAP INC	5,260.00	30.73	22.44	118,034.40	-43,617.23	4.09	0.12
161,651.63							
GPS, Cusip 364760108, Div\$ 0.92, MS Rating UNWEIGHT, Morningstar 2	780.00	45.33	40.24	31,387.20	-3,970.04	2.19	0.03
GEA GROUP AG SPON ADR		35,357.24				1.94	
GEAGY, Cusip 361592108, Div\$ 0.88	36,530.00	23.99	31.60	1,154,348.00	278,075.07	3.03	1.14
GENERAL ELECTRIC CO		876,272.93				3.99	
GE, Cusip 369604103, Div\$ 0.96, MS Rating NAV, Morningstar 2	6,484.00	54.79	61.77	400,516.68	45,243.24	3.10	0.39
GENERAL MILLS INC		355,273.44				3.50	
GIS, Cusip 370334104, Div\$ 1.92, MS Rating EQWEIGHT, Morningstar 3	8,860.00	33.43	34.84	308,682.40	12,515.84	4.36	0.30
GENERAL MTRS CO		296,166.56				4.54	
GM, Cusip 37045V100, Div\$ 1.52, MS Rating OVWEIGHT, Morningstar 1	2,448.00	109.72	172.66	422,671.68	154,083.95	1.76	0.41
GENL DYNAMICS CORP		268,587.73				2.77	
GD, Cusip 369550108, Div\$ 3.04, MS Rating DC, Morningstar 2	1,336.00	80.58	71.61	95,670.96	-11,978.04	2.62	0.09
GILEAD SCIENCE		107,649.00				2.33	
GILD, Cusip 375558103, Div\$ 1.88, MS Rating EQWEIGHT, Morningstar 1	1,518.00	176.84	239.45	363,485.10	95,041.77	1.08	0.36
GOLDMAN SACHS GRP INC		268,443.33				1.46	
GS, Cusip 38141G104, Div\$ 2.60, MS Rating OVWEIGHT, Morningstar 3	3,483.00	29.90	30.87	107,520.21	3,392.48	1.29	0.11
GOODYEAR TIRE & RUBBER		104,127.73				1.33	
GT, Cusip 382550101, Div\$ 0.40, MS Rating UNWEIGHT	3,865.00	36.90	22.99	88,856.35	-53,757.91	3.82	0.09
H & R BLOCK INC		142,614.26				2.38	
HRB, Cusip 093671105, Div\$ 0.88, MS Rating EQWEIGHT	2,220.00	45.39	54.09	120,079.80	19,309.94	1.33	0.12
HALLIBURTON CO		100,769.86				1.59	
HAL, Cusip 406216101, Div\$ 0.72, MS Rating OVWEIGHT, Morningstar 3	3,701.00	42.51	47.65	176,352.65	19,037.63	1.93	0.17
HARTFORD FIN SERS GRP INC		157,315.02				2.16	

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HIG, Cusip 416515104, Div\$ 0.92, MS Rating. EQWEIGHT	1,245.00	48.37	77.79	96,848.55	36,624.73	2.62	0.10
HASBRO INC		60,223.82				4.21	
HAS, Cusip: 418056107, Div\$. 2.04, Morningstar. 2	4,205.00	43.57	62.29	261,929.45	78,734.86	1.60	0.26
HESS CORPORATION		183,194.59				2.29	
HES, Cusip 42809H107, Div\$ 1.00, MS Rating EQWEIGHT, Morningstar. 3	4,603.00	73.27	134.08	617,170.24	279,924.59	2.05	0.60
HOME DEPOT INC		337,245.65				3.75	
HD, Cusip 437076102, Div\$. 2.76, MS Rating EQWEIGHT, Morningstar. 2	6,420.00	67.97	115.85	743,757.00	307,401.38	2.29	0.73
HONEYWELL INTERNATIONAL INC		436,355.62				3.90	
HON, Cusip 438516106, Div\$. 2.66, MS Rating OVWEIGHT, Morningstar. 2	1,060.00	107.03	116.70	123,702.00	10,249.52	2.39	0.12
HUBBELL INC		113,452.48				2.61	
HUBB, Cusip: 443510607, Div\$ 2.80, MS Rating. OVWEIGHT	2,998.00	17.58	16.80	50,366.40	-2,346.32	3.02	0.05
INFORMA PLC		52,712.72				2.89	
IFJPY, Cusip 45672B305, Div\$ 0.51	1,080.00	66.62	75.04	81,043.20	9,098.46	2.13	0.08
INGERSOLL-RAND PLC SHS		71,944.74				2.40	
IR, Cusip G47791101, Div\$ 1.60, MS Rating. OVWEIGHT, Morningstar. 2	19,420.00	27.88	36.27	704,363.40	162,886.94	2.86	0.69
INTEL CORP		541,476.46				3.72	
INTC, Cusip 458140100, Div\$ 1.04, MS Rating UNWEIGHT, Morningstar. 3	2,345.00	48.87	56.42	132,304.90	17,700.66	1.20	0.13
INTERCONTINENTALEXCHANGE GROUP		114,604.24				1.39	
ICE, Cusip: 45866F104, Div\$. 0.68, Morningstar. 2	6,616.00	39.42	53.06	351,044.96	90,235.14	3.48	0.34
INTERNATIONAL PAPER CO		260,809.82				4.68	
IP, Cusip 460146103, Div\$ 1.85, Morningstar. 3	890.00	164.66	165.99	147,731.10	1,181.04	3.37	0.14
INTL BUSINESS MACHINES CORP		146,550.06				3.40	
IBM, Cusip. 459200101, Div\$ 5.60, MS Rating. OVWEIGHT, Morningstar. 3	86.00	654.50	634.17	54,538.62	-1,748.06	-	0.05
INTUITIVE SURGICAL INC							

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Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
ISRG, Cusp 46120E602, MS Rating OVWEIGHT, Morningstar 2 INVECO LTD	4,875.00	56,286.68 31.25	30.34	147,907.50	-4,434.30	3.69 3.58	0.14
IVZ, Cusp. G491BT108, Div\$: 1.12, MS Rating OVWEIGHT, Morningstar 1 JAPAN TOB INC	3,080.00	19.06 58,702.88	16.34	50,311.80	-8,391.06	2.70 2.31	0.05
JAPAY, Cusp 471105205, Div\$ 0.44 JOHNSON & JOHNSON	8,229.00	85.76 705,735.82	115.21	948,063.09	242,327.27	2.77 3.72	0.93
JNJ, Cusp 478160104, Div\$. 3.20, MS Rating EQWEIGHT, Morningstar 2 JOHNSON CTLS INTL PLC	7,142.00	42.44 303,079.56	41.19	294,178.98	-8,900.58	2.42 2.35	0.29
JCI, Cusp G51502105, Div\$ 1.00, MS Rating OVWEIGHT, Morningstar 1 JPMORGAN CHASE & CO	35,407.00	45.69 1,617,742.62	86.29	3,055,270.03	1,437,527.41	2.22 4.19	2.98
JPM, Cusp. 46625H100, Div\$ 1.92, MS Rating OVWEIGHT, Morningstar. 3 KANSAS CY SOUTH IND NEW	1,885.00	66.65 125,627.33	84.85	159,942.25	34,314.92	1.55 1.97	0.16
KSU, Cusp 485170302, Div\$ 1.32, MS Rating EQWEIGHT, Morningstar 2 KBC GROUP NV UNSPONS ADR	904.00	28.70 25,944.65	30.99	28,012.70	2,068.05	1.09 1.18	0.03
KBCSY, Cusp. 48241F104, Div\$. 0.34 KDDI CORP UNSPON ADR	4,252.00	12.97 55,162.65	12.65	53,787.80	-1,374.85	1.94 1.89	0.05
KDDIY, Cusp. 48667L106, Div\$ 0.25, Morningstar 1 KELLOGG CO	930.00	76.93 71,541.54	73.71	68,550.30	-2,991.24	2.82 2.70	0.07
K, Cusp. 487836108, Div\$. 2.08, MS Rating EQWEIGHT, Morningstar-2 KEYCORP NEW	18,673.00	13.54 252,804.57	18.27	341,155.71	88,351.14	1.86 2.51	0.33
KEY, Cusp 493267108, Div\$ 0.34, MS Rating OVWEIGHT, Morningstar 3 KINDER MORGAN INCORP	5,352.00	29.58 158,290.65	20.71	110,839.92	-47,450.73	2.41 1.69	0.11
KMI, Cusp. 49456B101, Div\$. 0.50, MS Rating OVWEIGHT, Morningstar-2							

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Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
KOMATSU LTD SPON ADR NEW	2,080.00	22.30	22.68	47,174.40	785.93	1.82	0.05
		46,388.47				1.85	
KIMTUY, Cusip 500458401, Div\$ 0.42, Morningstar 3	12,450.00	31.72	34.51	429,649.50	34,717.38	1.39	0.42
KROGER CO		394,932.12				1.51	
KR, Cusip 501044101, Div\$ 0.48, MS Rating OVWEIGHT, Morningstar 2	789.00	67.32	65.84	51,947.76	-1,164.30	3.64	0.05
L BRANDS INC COM		53,112.06				3.56	
LB, Cusip 501797104, Div\$ 2.40, MS Rating OVWEIGHT, Morningstar 1	5,555.00	35.04	29.70	164,983.50	-29,678.20	-	0.16
LIBERTY GLOBAL PLC CL C NEW		194,661.70				-	
LBTYK, Cusip G5480U120, MS Rating: DC	693.00	39.31	21.17	14,670.81	-12,568.93	-	0.01
LIBERTY GLOBAL PLC LILAC C		27,239.74				-	
LILAK, Cusip G5480U153		23.48				-	
LIBERTY INTERACTIVE CORP QVC A	1,750.00	41,088.86	19.98	34,965.00	-6,123.86	-	0.03
QVCA, Cusip 53071M104, MS Rating: DC	2,288.00	208.29	249.94	571,862.72	95,300.22	2.91	0.56
LOCKHEED MARTIN CORP		476,562.50				3.49	
LMT, Cusip 539830109, Div\$ 7.28, MS Rating DC, Morningstar 3	3,002.00	36.52	46.83	140,583.66	30,949.36	0.53	0.14
LOEWS CORPORATION		109,634.30				0.68	
L, Cusip 540424108, Div\$ 0.25, MS Rating EQWEIGHT	7,459.00	61.88	71.12	530,484.08	68,958.74	1.96	0.52
LOWES COMPANIES INC		461,525.34				2.25	
LOW, Cusip 548661107, Div\$ 1.40, MS Rating OVWEIGHT, Morningstar 1	1,282.00	57.26	66.91	85,778.62	12,374.60	1.28	0.08
MAKITA CORPORATION LTD ADR NEW		73,404.02				1.50	
MKTAY, Cusip 560877300, Div\$ 0.86	2,593.00	25.27	17.31	44,884.83	-20,635.09	1.15	0.04
MARATHON OIL CO		65,519.92				0.79	
MRO, Cusip 565849106, Div\$ 0.20, MS Rating OVWEIGHT, Morningstar 3	4,915.00	40.17	50.35	247,470.25	50,027.05	2.85	0.24
MARATHON PETROLEUM CORP		197,443.20				3.57	

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MPC, Cusip. 56585A102, Div\$ 1 44, MS Rating: OVWEIGHT, Morningstar 1	3,860 00	60.91	67.59	260,897.40	25,771.75	2.01	0.26
MARSH & MCLENNAN COS INC		235,125.65				2.23	
MMC, Cusip 571748102, Div\$. 1 36, MS Rating: EQWEIGHT, Morningstar 3	4,449.00	30.07	27.55	122,569.95	-11,195.56	5 51	0.12
MATTEL INC		133,765.51				5 05	
MAT, Cusip 577081102, Div\$ 1 52, Morningstar 1	2,249.00	72.14	121.72	273,748.28	111,498.72	3.08	0.27
MC DONALDS CORP		162,249.56				5.20	
MCD, Cusip 580135101, Div\$ 3 76, MS Rating: EQWEIGHT, Morningstar 2	3,111.00	80.43	71.23	221,596.53	-28,622.10	2 41	0.22
MEDTRONIC PLC SHS		250,218.63				2.13	
MDT, Cusip. G5960L103, Div\$ 1 72, MS Rating: OVWEIGHT, Morningstar 1	13,801 00	48.40	58.87	812,464.87	144,488.98	3.19	0.80
MERCK & CO INC NEW COM		667,975.89				3.88	
MRK, Cusip 58933Y105, Div\$ 1 88, MS Rating: EQWEIGHT, Morningstar 1	7,757.00	51.43	53.89	418,024.73	19,069.03	2.96	0.41
METLIFE INCORPORATED		398,955.70				3.10	
MET, Cusip 59156R108, Div\$ 1 60, MS Rating: EQWEIGHT, Morningstar 2	25,379 00	36.18	62.14	1,577,051.06	658,965.21	2.51	1 54
MICROSOFT CORP		918,085.85				4.31	
MSFT, Cusip 594918104, Div\$ 1 56, MS Rating: OVWEIGHT, Morningstar 2	14,314.00	39.61	44.33	634,539.62	67,595.86	1.71	0.62
MONDELEZ INTL INC COM		566,943.76				1.91	
MDLZ, Cusip 609207105, Div\$ 0.76, MS Rating: OVWEIGHT, Morningstar: 2	3,783.00	96.21	105.21	398,009.43	34,052.75	2 05	0.39
MONSANTO CO/NEW		363,956.68				2 24	
MON, Cusip 61166W101, Div\$ 2 16, MS Rating: NAV, Morningstar 1	13,175.00	29.97	42.25	556,643.75	161,738.54	1.89	0.54
MORGAN STANLEY		394,905.21				2.66	
MS, Cusip. 617446448, Div\$: 0.80	2,156.00	60.39	82.89	178,710.84	48,516.40	2.26	0.18
MOTOROLA SOLUTIONS INC		130,194.44				3 10	
MSI, Cusip 620076307, Div\$ 1 88, MS Rating: DC, Morningstar 3	9,419.00	16.50	16.40	154,471.60	-953.72	1.46	0.15
NABORS INDUSTRIES LTD NEW							

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NBR, Cusip: G6359F103, Div\$: 0.24, MS Rating OVWEIGHT, Morningstar. 3	3,539.00	155,425.32				1.45	
NESTLE SPON ADR REP REG SHR		31.06	71.74	253,887.86	143,958.87	2.71	0.25
		109,928.99				6.26	
NSRGY, Cusip: 641069406, Div\$: 1.95, Morningstar 1	284.00	273.24	423.84	120,370.56	42,769.50	1.51	0.12
NEWMARKET CORP (HLDG CO)		77,601.06				2.34	
NEU, Cusip: 651587107, Div\$: 6.40	5,303.00	77.92	119.46	633,496.38	220,272.19	2.91	0.62
NEXTERA ENERGY INC		413,224.19				4.46	
NEE, Cusip: 65339F101, Div\$: 3.48, MS Rating OVWEIGHT, Morningstar 3	4,480.00	51.22	41.95	187,936.00	-41,548.63	2.95	0.18
NIELSEN HLDGS PLC		229,484.63				2.42	
NLSN, Cusip: G6518L108, Div\$: 1.24, MS Rating OVWEIGHT	9,663.00	57.93	50.83	491,170.29	-68,649.07	1.41	0.48
NIKE INC B		559,819.36				1.24	
NKE, Cusip: 654106103, Div\$: 0.72, MS Rating EQWEIGHT, Morningstar 1	1,984.00	75.75	108.07	214,410.88	64,120.67	2.18	0.21
NORFOLK SOUTHERN CORP		150,290.21				3.11	
NSC, Cusip: 655844108, Div\$: 2.36, MS Rating UNWEIGHT, Morningstar 2	1,390.00	68.36	232.58	323,286.20	228,267.75	1.54	0.32
NORTHROP GRUMMAN CP(HLDG CO)		95,018.45				5.24	
NOC, Cusip: 666807102, Div\$: 3.60, MS Rating DC, Morningstar 3	3,989.00	75.17	72.84	290,558.76	-9,286.31	3.16	0.28
NOVARTIS AG ADR		299,845.07				3.06	
NVS, Cusip: 66987V109, Div\$: 2.30, Morningstar 1	14,298.00	37.21	35.86	512,726.28	-19,346.83	2.87	0.50
NOVO NORDISK A/S ADR		532,073.11				2.77	
NVO, Cusip: 670100205, Div\$: 1.03, Morningstar 2	360.00	76.26	98.01	35,283.60	7,831.66	-	0.03
NXP SEMICONDUCTORS NV		27,451.94				-	
NXPI, Cusip: N6596X109, MS Rating EQWEIGHT	17,132.00	74.07	71.23	1,220,312.36	-48,716.52	4.26	1.20
OCCIDENTAL PETROLEUM CORP DE		1,269,028.88				4.10	
OXY, Cusip: 674599105, Div\$: 3.04, MS Rating EQWEIGHT, Morningstar. 3							

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OCEANEERING INTL INC	1,400.00	28.07	28.21	39,494.00	198.66	2.12 2.13	0.04
<i>Oil, Cusip 675232102, Div\$ 0.60, MS Rating: EQWEIGHT</i>	18,949.00	36.79	38.45	728,589.05	31,438.25	1.56 1.63	0.71
ORACLE CORP	1,158.00	61.78	84.82	98,221.56	26,676.37	2.97 4.08	0.10
<i>ORCL, Cusip 68389X105, Div\$ 0.60, MS Rating: EQWEIGHT, Morningstar 2</i>	2,202.00	38.19	60.88	134,057.76	49,960.11	3.02 4.81	0.13
PACKAGING CORP AMER	4,665.00	84,097.65	104.63	488,098.95	157,051.18	2.87 4.23	0.48
<i>PKG, Cusip 695156109, Div\$ 2.52, Morningstar 3</i>	48,126.00	70.96	104.63	488,098.95	157,051.18	2.87 4.23	0.48
PAYCHEX INC	4,445.00	27.95	32.48	1,563,132.48	218,045.30	3.94 4.58	1.53
<i>PAYX, Cusip 704326107, Div\$ 1.84, MS Rating: UNWEIGHT, Morningstar 3</i>	4,445.00	54.35	60.77	270,122.65	28,531.15	3.22 3.60	0.27
PFIZER INC	7,012.00	1,345,087.18	91.49	641,527.88	262,533.30	4.54 7.69	0.63
<i>PFE, Cusip 717081103, Div\$ 1.28, MS Rating: EQWEIGHT, Morningstar 1</i>	7,012.00	54.05	91.49	641,527.88	262,533.30	4.54 7.69	0.63
PG&E CORPORATION	1,530.00	378,994.58	86.41	132,207.30	30,879.91	2.91 3.80	0.13
<i>PCG, Cusip 69331C108, Div\$: 1.96, MS Rating: OVWEIGHT, Morningstar- 3</i>	1,530.00	66.23	86.41	132,207.30	30,879.91	2.91 3.80	0.13
PHILIP MORRIS INTL INC	551.00	101,327.39	180.07	99,218.57	7,263.74	0.04 0.04	0.10
<i>PM, Cusip 718172109, Div\$ 4.16, MS Rating: OVWEIGHT, Morningstar. 2</i>	551.00	166.89	180.07	99,218.57	7,263.74	0.04 0.04	0.10
PHILLIPS 66 COM	3,641.00	66.37	116.96	425,851.36	184,197.28	1.88 3.31	0.42
<i>PSX, Cusip 718546104, Div\$. 2.52, MS Rating: EQWEIGHT, Morningstar 2</i>	3,641.00	66.37	116.96	425,851.36	184,197.28	1.88 3.31	0.42
PIONEER NATURAL RESOURCES CO	1,061.00	103.01	94.76	100,540.36	-8,754.65	1.68 1.55	0.10
<i>PXD, Cusip 723787107, Div\$ 0.08, MS Rating: OVWEIGHT, Morningstar 3</i>	1,061.00	103.01	94.76	100,540.36	-8,754.65	1.68 1.55	0.10
PNC FINL SVCS GP		109,295.01					
<i>PNC, Cusip- 693475105, Div\$ 2.20, MS Rating: EQWEIGHT, Morningstar- 3</i>		109,295.01					
PPG INDUSTRIES INC							
<i>PPG, Cusip- 693475105, Div\$ 2.20, MS Rating: EQWEIGHT, Morningstar- 3</i>							

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STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
PPG, Cusip 693506107, Div\$ 1 60, MS Rating EQWEIGHT, Morningstar 2	4,372.00	105.12	117.19	512,354.68	52,752.33	2.55	0.50
PRAXAIR INC		459,602.35				2.84	
PX, Cusip 74005P104, Div\$ 3 00, MS Rating NAV, Morningstar 2	240 00	1,118.97	1466.06	351,854.40	83,301.33	-	0.34
PRICELINE GRP INC COM NEW		268,553.07				-	
PCLN, Cusip 741503403, MS Rating OVWEIGHT, Morningstar 1	8,876.00	73 38	84.08	746,294.08	94,947.48	3 18	0.73
PROCTER & GAMBLE		651,346.60				3.64	
PG, Cusip 742718109, Div\$ 2 68, MS Rating EQWEIGHT, Morningstar 1	1,770.00	47.05	52 79	93,438.30	10,168.14	3.18	0.09
PROLOGIS INC COM		83,270.16				3.57	
PLD, Cusip 74340W103, Div\$ 1 68	3,305.00	58.06	104.06	343,918.30	152,027.66	2.69	0.34
PRUDENTIAL FINANCIAL INC		191,890.64				4.82	
PRU, Cusip 744320102, Div\$ 2 80, MS Rating EQWEIGHT, Morningstar 3	3,385.00	38.55	39.79	134,689 15	4,192.49	3.50	0.13
PRUDENTIAL PLC ADR		130,496.66				3.61	
PUK, Cusip 74435K204, Div\$ 1 39, Morningstar 2	6,846.00	39.02	43.88	300,402 48	33,259.48	3.73	0.29
PUBLIC SERVICE ENTERPRISE GP		267,143.00				4.19	
PEG, Cusip 744573106, Div\$ 1 64, MS Rating EQWEIGHT, Morningstar 3	244.00	219.32	223.50	54,534.00	1,020 90	3 57	0 05
PUBLIC STORAGE		53,513.10				3 64	
PSA, Cusip 74460D109, Div\$ 8 00, MS Rating EQWEIGHT, Morningstar 2	4,440.00	71.64	65.20	289,488.00	-28,582.16	3.25	0.28
QUALCOMM INC		318,070.16				2.96	
QCOM, Cusip 747525103, Div\$ 2.12, MS Rating EQWEIGHT, Morningstar 2	4,329.00	71.74	91 90	397,835.10	87,286.88	1.95	0.39
QUEST DIAGNOSTICS INC		310,548.22				2.50	
DGX, Cusip 74834L100, Div\$ 1 80, MS Rating UNWEIGHT, Morningstar 3	2,200.00	43.86	142.00	312,400.00	215,914.25	2.06	0.31
RAYTHEON CO (NEW)		96,485.75				6.67	
RTN, Cusip 755111507, Div\$ 2 93, MS Rating DC, Morningstar 2	5,643 00	8.98	9.33	52,649 19	1,970 87	3 41	0 05
RED ELECTRICA CORPORACION SA							

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POSITIONS

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STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
RDEIY, Cusp 756568101, Div\$ 0.32 RED HAT INC	4,142.00	50,678.32	69.70	288,697.40	-6,528.75	3.54	0.28
RHT, Cusp. 756577102, MS Rating. EQWEIGHT, Morningstar 1 REGAL ENTERTAINMENT GRP CL A	11,095.00	295,226.15	20.60	228,557.00	55,143.27	4.27 5.63	0.22
RGC, Cusp 758766109, Div\$ 0.88, MS Rating UNWEIGHT REGENERON PHARM	762.00	173,413.73	367.09	279,722.58	-51,183.77	-	0.27
REGN, Cusp 75886F107, MS Rating EQWEIGHT, Morningstar. 1 RELX PLC SPONSORED ADR	3,727.00	330,906.35	17.97	66,974.19	163.40	2.54 2.55	0.07
RELX, Cusp 759530108, Div\$ 0.46, Morningstar 2 REYNOLDS AMERICAN INC	3,881.00	66,810.79	56.04	217,491.24	64,753.46	3.28 4.67	0.21
RAI, Cusp: 761713106, Div\$. 1.84, MS Rating EQWEIGHT, Morningstar 2 ROCHE HOLDINGS ADR	6,283.00	152,737.78	28.53	179,253.99	16,760.57	2.93 3.23	0.18
RHHBY, Cusp 771195104, Div\$. 0.84, Morningstar 1 ROYAL DUTCH SHELL PLC	7,049.00	25.86	54.38	383,324.62	-81,317.73	5.87 4.84	0.37
RDSA, Cusp: 780259206, Div\$. 3.20, Morningstar. 2 ROYAL KPN NV SPONS ADR	10,609.00	162,493.42	3.00	31,827.00	-5,347.44	14.76 12.64	0.03
KKPNY, Cusp 780641205, Div\$ 0.44, Morningstar. 2 RYANAIR HLDGS PLC ADR	685.00	37,174.44	83.26	57,033.10	10,533.52	-	0.06
RYAAY, Cusp: 783513203 RYDER SYSTEMS INC	2,305.00	46,499.58	74.44	171,584.20	-21,681.34	2.36 2.10	0.17
R, Cusp 783549108, Div\$ 1.76 RYOHIN KEIKAKU CO LTD ADR	1,838.00	193,265.54	39.37	72,366.66	10,306.67	0.98 1.14	0.07
RYKKY, Cusp: 78392U105, Div\$: 0.39		62,059.99					

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STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
SALESFORCE.COM, INC.	4,647.00	70.14 325,922.47	68.45	318,133.62	-7,788.85	-	0.31
<i>CRM, Cusip 79466L302, MS Rating OVWEIGHT, Morningstar 1</i> SALLY BEAUTY HLDGS INC	1,262.00	29.31 36,988.66	26.42	33,342.04	-3,646.62	-	0.03
<i>SBH, Cusip 79546E104, MS Rating EQWEIGHT</i> SAMPO OYJ UNSPON ADR	4,253.00	22.63 96,230.20	22.39	95,224.67	-1,005.53	4.45 4.40	0.09
<i>SAXPY, Cusip. 79588J102, Div\$ 1.00</i> SAP AG	4,186.00	80.41 336,574.47	86.43	361,795.98	25,221.51	1.07 1.15	0.35
<i>SAP, Cusip 803054204, Div\$ 0.93, Morningstar 3</i> SCHLUMBERGER LTD	6,790.00	71.52 485,649.36	83.95	570,020.50	84,371.14	2.38 2.79	0.56
<i>SLB, Cusip 806857108, Div\$ 2.00, MS Rating OVWEIGHT, Morningstar 3</i> SEMPRA ENERGY	2,689.00	98.97 266,134.59	100.64	270,620.96	4,486.37	3.00 3.05	0.27
<i>SRE, Cusip 816851109, Div\$. 3.02, MS Rating OVWEIGHT, Morningstar. 2</i> SEVEN & I HLDGS CO LTD ADR	3,144.00	15.28 48,053.96	18.96	59,610.24	11,556.28	1.56 1.94	0.06
<i>SVNDY, Cusip 81783H105, Div\$ 0.30</i> SHIRE PLC ADR	539.00	191.97 103,471.93	170.38	91,834.82	-11,637.11	0.47 0.42	0.09
<i>SHPG, Cusip. 82481R106, Div\$ 0.80, Morningstar. 1</i> SIGNET JEWELERS LIMITED	480.00	90.23 43,308.91	94.26	45,244.80	1,935.89	1.10 1.15	0.04
<i>SIG, Cusip G81276100, Div\$ 1.04, Morningstar 2</i> SIMON PPTY GROUP INC	1,125.00	181.70 204,411.49	177.67	199,878.75	-4,532.74	3.65 3.57	0.20
<i>SPG, Cusip. 828806109, Div\$. 6.50, MS Rating EQWEIGHT, Morningstar. 1</i> SOFTBANK CORP UNSPONS ADR	2,160.00	33.70 72,793.36	33.03	71,344.80	-1,448.56	0.40 0.39	0.07
<i>SFTBY, Cusip 83404D109, Div\$ 0.13</i> SONY CORP ADR 1974 NEW	1,843.00	26.77 49,331.78	28.03	51,659.29	2,327.51	0.54 0.57	0.05

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STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
SNE, Cusip 835699307, Div\$ 0 15	5,163.00	52.58	55.52	286,649.76	15,179.42	1.80	0.28
STARBUCKS CORP WASHINGTON		271,470.34				1.90	
SBUX, Cusip 855244109, Div\$ 1 00, MS Rating OVWEIGHT, Morningstar 1	4,770.00	61.84	77.72	370,724.40	75,768.74	1.95	0.36
STATE STREET CORP		294,955.66				2.45	
STT, Cusip 857477103, Div\$ 1 52, MS Rating EQWEIGHT, Morningstar 2	2,708.00	16.80	18.24	49,393.92	3,897.90	3.42	0.05
STATOIL ASA ADR		45,496.02				3.71	
STO, Cusip 85771P102, Div\$ 0 62, Morningstar 3	11,378.00	8.39	7.64	86,927.92	-8,517.44	3.11	0.09
SUMITOMO MITSUI FINL GROUP INC		95,445.36				2.83	
SMFG, Cusip 86562M209, Div\$ 0 24	10,661.00	28.70	32.69	348,508.09	42,537.33	2.61	0.34
SUNCOR ENERGY INC		305,970.76				2.97	
SU, Cusip 867224107, Div\$ 0 86, MS Rating OVWEIGHT, Morningstar 3	9,931.00	31.77	54.85	544,715.35	229,254.73	1.89	0.53
SUNTRUST BKS		315,460.62				3.26	
STI, Cusip 867914103, Div\$ 1 04, MS Rating UNWEIGHT, Morningstar 3	2,682.00	24.40	24.15	64,770.30	-674.09	4.50	0.06
SWEDBANK AB SPONS ADR		65,444.39				4.45	
SWDBY, Cusip 870195104, Div\$ 1 09	2,511.00	32.07	55.37	139,034.07	58,496.21	2.38	0.14
SYSCO CORP		80,537.86				4.11	
SY, Cusip 871829107, Div\$ 1 32, MS Rating UNWEIGHT, Morningstar 3	1,476.00	53.49	72.23	106,611.48	27,656.06	3.32	0.10
TARGET CORPORATION		78,955.42				4.48	
TGT, Cusip 87612E106, Div\$ 2 40, MS Rating UNWEIGHT, Morningstar 2	1,515.00	62.76	69.28	104,959.20	9,876.90	2.13	0.10
TE CONNECTIVITY LTD NEW		95,082.30				2.35	
TEL, Cusip: H84989104, Div\$ 1 48, MS Rating: OVWEIGHT, Morningstar 2	3,440.00	20.97	14.92	51,307.60	-20,832.76	4.78	0.05
TELENER ASA ADS		72,140.37				3.40	
TELNY, Cusip: 87944W105, Div\$ 0 71, Morningstar 2	1,538.00	54.21	36.25	55,752.50	-27,622.49	3.18	0.05
TEVA PHARMACEUTICALS ADR							

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POSITIONS

As of December 31, 2016 | Reporting Currency: USD

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STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
TEVA, Cusip 881624209, Div\$. 1 16, MS Rating: EQWEIGHT, Morningstar. 1 TEXAS INSTRUMENTS	6,309.00	83,374.99	72.97	460,367.73	156,032.11	2.13	0.45
TXN, Cusip 882508104, Div\$ 2 00, MS Rating EQWEIGHT, Morningstar 3 THE MOSAIC CO (HLDG CO) NEW	2,990.00	304,335.62	29.33	87,696.70	-46,554.66	4.15	0.09
MOS, Cusip: 61945C103, Div\$. 1 10, MS Rating EQWEIGHT, Morningstar. 2 THERMO FISHER SCIENTIFIC	429.00	134,251.36	141.10	60,531.90	38,458.01	2.45	0.06
TMO, Cusip: 883556102, Div\$ 0 60, MS Rating OVWEIGHT, Morningstar. 2 TOTAL S A SPON ADR	11,659.00	22,073.89	50.97	594,259.23	1,237.47	1.15	0.58
TOT, Cusip 89151E109, Div\$ 2 28, Morningstar. 2 TRAVELERS COMPANIES INC COM	4,775.00	50.86	122.42	584,555.50	281,773.60	4.47	0.57
TRV, Cusip: 89417E109, Div\$ 2 68, MS Rating EQWEIGHT, Morningstar 2 TRINITY IND	1,749.00	593,021.76	27.76	48,552.24	2,203.57	4.48	0.05
TRN, Cusip 896522109, Div\$: 0 44 TWENTY-FIRST CENTURY FOX CL A	5,943.00	63.41	28.04	166,641.72	17,232.41	1.58	0.16
FOXA, Cusip 90130A101, Div\$. 0 36, MS Rating NAV, Morningstar 1 U S BANCORP COM NEW	12,705.00	302,781.90	51.37	652,655.85	173,762.41	1.66	0.64
USB, Cusip 902973304, Div\$ 1 12, MS Rating UNWEIGHT, Morningstar. 3 UNILEVER NV NY SH NEW	4,535.00	26.50	41.06	186,207.10	-11,578.11	2.97	0.18
UN, Cusip 904784709, Div\$. 1 19, Morningstar 1 UNILEVER PLC (NEW) ADS	1,867.00	478,893.44	40.70	75,986.90	-3,257.53	2.18	0.07
UL, Cusip: 904767704, Div\$. 1 38, Morningstar 1 UNION PACIFIC CORP	6,103.00	43.61	103.68	632,759.04	67,781.79	2.90	0.62
UNP, Cusip 907818108, Div\$. 2 42, MS Rating OVWEIGHT, Morningstar 2		197,785.21				2.73	
		42.45				3.39	
		79,244.43				3.25	
		92.57				2.33	
		564,977.25				2.61	

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POSITIONS

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STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
UNITED PARCEL SER INC CL-B	1,786.00	85.12	114.64	204,747.04	52,722.89	2.72	0.20
		152,024.15				3.66	
<i>UPS, Cusip: 911312106, Div\$ 3 12, MS Rating UNWEIGHT, Morningstar: 3</i>		92.91	109.62	916,752.06	139,776.35	2.40	0.90
UNITED TECHNOLOGIES CORP	8,363.00	776,975.71				2.83	
<i>UTX, Cusip: 913017109, Div\$ 2 64, MS Rating OVWEIGHT, Morningstar: 1</i>		108.29	160.04	993,688.36	321,320.77	1.56	0.97
UNITEDHEALTH GP INC	6,209.00	672,367.59				2.31	
<i>UNH, Cusip: 91324P102, Div\$: 2.50, MS Rating DC, Morningstar: 3</i>		52.99	53.35	92,508.90	622.33	3.14	0.09
V F CORPORATION	1,734.00	91,886.57				3.16	
<i>VFC, Cusip: 918204108, Div\$ 1 68, MS Rating UNWEIGHT, Morningstar: 1</i>		59.05	14.52	40,307.52	-123,600.10	-	0.04
VALEANT PHARMACEUTIC INTL INC	2,776.00	163,907.62				-	
<i>VRX, Cusip: 91911K102, MS Rating: EQWEIGHT, Morningstar: 1</i>		19.36	28.60	93,207.40	30,110.15	1.62	0.09
VALEO SPONSORED ADR	3,259.00	63,097.25				2.39	
<i>VLEEY, Cusip: 919134304, Div\$ 0 47</i>		65.45	76.07	46,478.77	6,491.76	-	0.05
VERISIGN INC	611.00	39,987.01				-	
<i>VRSN, Cusip: 92343E102, Morningstar: 2</i>		45.94	53.38	901,534.82	125,620.74	4.32	0.88
VERIZON COMMUNICATIONS	16,889.00	775,914.08				5.02	
<i>VZ, Cusip: 92343V104, Div\$ 2 31, MS Rating OVWEIGHT, Morningstar: 2</i>		16.10	16.97	74,820.73	3,848.57	2.19	0.07
VINCI SA ADR	4,409.00	70,972.16				2.31	
<i>VCISY, Cusip: 927320101, Div\$ 0.37</i>		63.96	78.02	866,412.10	156,114.35	0.84	0.85
VISA INC CL A	11,105.00	710,297.75				1.03	
<i>V, Cusip: 92826C839, Div\$: 0 66, MS Rating: OVWEIGHT, Morningstar: 1</i>		61.71	69.12	292,377.60	31,347.31	2.89	0.29
WAL MART STORES INC	4,230.00	261,030.29				3.24	
<i>WMT, Cusip: 931142103, Div\$: 2 00, MS Rating: EQWEIGHT, Morningstar: 1</i>		42.70	82.76	98,732.68	47,791.58	1.81	0.10
WALGREENS BOOTS ALLIANCE INC	1,193.00	50,941.10				3.51	

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STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
WBA, Cusip: 931427108, Div\$. 1 50, MS Rating OVWEIGHT, Morningstar 3	3,132.00	82.07	104.22	326,417.04	69,378.84	1.49	0.32
WALT DISNEY CO HLDG CO		257,038.20				1.89	
DIS, Cusip: 254687106, Div\$. 1.56, MS Rating EQWEIGHT, Morningstar 1	1,726.00	48.75	58.65	101,229.90	17,087.26	3.54	0.10
WEC ENERGY GROUP INC COM		84,142.64				4.26	
WEC, Cusip: 92939UJ106, Div\$ 2.08, MS Rating DC, Morningstar 3	50,644.00	36.66	55.11	2,790,990.84	934,249.68	2.75	2.72
WELLS FARGO & CO NEW		1,856,741.16				4.13	
WFC, Cusip: 949746101, Div\$ 1 52, MS Rating: OVWEIGHT, Morningstar 1	4,581.00	28.70	30.09	137,842.29	6,382.46	4.12	0.14
WEYERHAEUSER CO		131,459.83				4.32	
WY, Cusip: 962166104, Div\$ 1 24, Morningstar 2	1,044.00	142.37	181.77	189,767.88	41,138.91	2.20	0.19
WHIRLPOOL CORP		148,628.97				2.81	
WHR, Cusip: 963320106, Div\$ 4 00	10,824.00	30.56	30.76	332,946.24	2,130.48	1.82	0.33
WHOLE FOODS MARKETS INC		330,815.76				1.83	
WFM, Cusip: 966837106, Div\$ 0 56, MS Rating EQWEIGHT, Morningstar 2	14,280.00	5.23	6.07	86,679.60	11,943.53	1.82	0.09
WOLSELEY PLC JERSEY SPNSRD ADR		74,736.07				2.11	
WOSYY, Cusip: 977868306, Div\$ 0 11, Morningstar 3	1,877.00	32.12	36.30	68,135.10	7,853.81	2.02	0.07
WOLTERS KLUWER NV SPON ADR		60,281.29				2.28	
WTKWY, Cusip: 977874205, Div\$ 0 74	4,800.00	12.10	9.90	47,544.00	-10,509.90	0.21	0.05
WORLDPAY GROUP PLC ADR		58,053.91				0.17	
WPYGY, Cusip: 981560105, Div\$ 0 02	805.00	33.79	60.37	48,597.85	21,400.94	2.18	0.05
XILINX INC		27,196.91				3.90	
XLNX, Cusip: 983919101, Div\$. 1 32, MS Rating OVWEIGHT, Morningstar 3	811.00	115.05	103.20	83,695.20	-9,606.11	0.93	0.08
ZIMMER BIOMET HLDGS INC COM		93,301.31				0.83	
ZBH, Cusip: 98956P102, Div\$. 0 96, MS Rating OVWEIGHT, Morningstar 1	1,426.00	50.77	53.53	76,333.78	3,933.18	0.78	0.08
ZOETIS INC CLASS-A							

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STOCK / OPTIONS (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
ZTS, Cusip 98978V103, Div\$ 0.42, MS Rating EQWEIGHT, Morningstar 3		72,400.60				0.82	
Stock / Options Total		\$68,044,542.85		\$84,368,032.69	\$16,323,489.88		82.44%

CORPORATE FIXED INCOME

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
3M COMPANY	500,000.00	\$1.00	\$99.92	\$499,615.00	\$1,915.00	1.62%	0.49%
Cusip. 88579YAG6, Moody's Rating A1, S & P Rating AA-, Maturity Date- 6/15/2019, Coupon. 1 625, Accrued Interest \$361 110	350,000.00	\$497,700.00	100.06	350,213.50	-1,036.72	1.99	0.34
ABBVIE INC						1.98	
Cusip. 00287YAK5, Moody's Rating BAA2, S & P Rating A-, Maturity Date 11/6/2018, Coupon 2 000, Accrued Interest \$1069 442	300,000.00	351,250.22	99.92	299,760.00	-415.72	1.50	0.29
AETNA INC						1.50	
Cusip. 00817YAL2, Moody's Rating BAA2, S & P Rating A-, Maturity Date- 11/15/2017, Coupon 1 500, Call Date 10/15/2017, Call Price- 100 000, Accrued Interest: \$574 998	148,000.00	300,175.72	102.43	151,593.44	2,633.00	3.22	0.15
AMERICAN INTL GROUP						3.28	
Cusip. 025874DG9, Moody's Rating BAA1, S & P Rating A-, Maturity Date 3/1/2021, Coupon 3 300, Call Date 2/1/2021, Call Price 100 000, Accrued Interest \$1627 999	300,000.00	148,960.44	101.83	305,502.00	1,037.64	5.74	0.30
AMGEN INC						5.76	
Cusip 031162AV2, Moody's Rating BAA1, S & P Rating A, Maturity Date 6/1/2017, Coupon 5 850, Accrued Interest: \$1462 497	295,000 00	304,464.36	100.14	295,424.80	-1,065.18	1.89	0.29
ANHEUSER-BUSCH INBEV FIN						1.88	
Cusip 035242AG1, Moody's Rating A3, S & P Rating A-, Maturity Date 2/1/2019, Coupon 1 900, Accrued Interest \$2335 415	69,000.00	296,489.98	99.63	68,741 25	-273.68	1.00	0.07
APPLE INC						1.00	
Cusip. 037833AJ9, Moody's Rating: AA1, S & P Rating: AA+, Maturity Date 5/3/2018, Coupon 1.000, Accrued Interest: \$111 167	325,000.00	69,014.93	100.07	325,227.50	159.66	1.04	0.32
APPLE INC						1.04	
Cusip. 037833AM2, Moody's Rating AA1, S & P Rating AA+, Maturity Date 5/5/2017, Coupon 1 050, Accrued Interest \$521 352	500,000.00	325,067.84	99.72	498,580.00	4,795.00	1.45	0.49
BANK OF NOVA SCOTIA						1.46	
Cusip. 064159BZ8, Moody's Rating AA3, S & P Rating A+, Maturity Date 4/25/2018, Coupon. 1.450, Accrued Interest \$1329.165	160,000.00	493,785.00	100.73	161,164.80	-607.20	2.58	0.16
BANK OF NY MELLON CORP						2.58	

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POSITIONS

Gooding As of December 31, 2016 | Reporting Currency: USD

CORPORATE FIXED INCOME (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
<i>Cusip 06406HDD8, Moody's Rating A1, S & P Rating A, Maturity Date 8/17/2020, Coupon 2.600, Call Date 7/17/2020, Call Price 100.000, Accrued Interest \$1548.443</i> BB&T CORPORATION	235,000.00	161,772.00 1.01	100.78	236,842.40	-421.43	2.43	0.23
<i>Cusip 05531FAS2, Moody's Rating A2, S & P Rating A-, Maturity Date 1/15/2020, Coupon 2.450, Call Date 12/15/2019, Call Price 100.000, Accrued Interest \$2654.847</i> BERKSHIRE HATHAWAY INC	101,000.00	237,263.83 1.00	100.20	101,204.02	-64.39	1.54	0.10
<i>Cusip 084670BHO, Moody's Rating AA2, S & P Rating AA, Maturity Date 2/9/2018, Coupon 1.550, Accrued Interest \$617.502</i> BP CAPITAL MARKETS PLC	500,000.00	101,268.41 0.98	99.69	498,455.00	6,760.00	1.37	0.49
<i>Cusip 05565QCE6, Moody's Rating A2, S & P Rating A-, Maturity Date 5/10/2018, Coupon 1.375, Accrued Interest \$973.955</i> BRISTOL-MYERS SQUIBB CO	371,000.00	491,695.00 0.99	99.86	370,488.02	3,053.26	1.39	0.36
<i>Cusip 110122AS7, Moody's Rating A2, S & P Rating A+, Maturity Date 8/11/2017, Coupon 0.875, Accrued Interest \$1352.603</i> BURLINGTON NORTH SANTA FE	150,000.00	367,434.76 1.05	104.74	157,104.00	-3.15	0.87	0.16
<i>Cusip 12189LAB7, Moody's Rating A3, S & P Rating A, Maturity Date 9/11/2020, Coupon 3.600, Call Date 6/11/2020, Call Price 100.000, Accrued Interest \$1799.998</i> CATERPILLAR FINANCIAL SE	300,000.00	157,107.15 0.99	99.76	299,286.00	2,145.00	3.43	0.29
<i>Cusip 14912L5J6, Moody's Rating A3, S & P Rating A, Maturity Date 11/6/2017, Coupon 1.250, Accrued Interest \$572.916</i> CISCO SYSTEMS INC	325,000.00	297,141.00 1.00	99.99	324,957.75	-151.34	1.25	0.32
<i>Cusip 17275RAT9, Moody's Rating A1, S & P Rating AA-, Maturity Date 3/3/2017, Coupon 1.100, Accrued Interest \$1171.804</i> CITIGROUP INC	150,000.00	325,109.09 1.02	100.81	151,221.00	-1,197.90	1.10	0.15
<i>Cusip 172967HM6, Moody's Rating BAA1, S & P Rating BBB+, Maturity Date 4/8/2019, Coupon 2.550, Accrued Interest \$881.874</i> COSTCO WHOLESALE CORP	500,000.00	152,418.90 0.99	99.89	499,470.00	4,710.07	2.52	0.49
<i>Cusip 22160KAF2, Moody's Rating A1, S & P Rating A+, Maturity Date 12/15/2019, Coupon 1.700, Accrued Interest \$377.775</i> ENTERPRISE PRODUCTS OPER	225,000.00	494,759.93 1.09	109.01	245,268.00	139.66	1.70	0.25
<i>Cusip 29379VAC7, Moody's Rating BAA1, S & P Rating BBB+, Maturity Date 1/31/2019, Coupon 6.500, Accrued Interest \$6093.749</i> ERP OPERATING LP	165,000.00	245,128.34 1.01	100.79	166,300.20	-657.25	5.96	0.16
<i>Cusip 26884ABC6, Moody's Rating BAA1, S & P Rating A-, Maturity Date 7/11/2019, Coupon 2.375, Call Date 6/11/2019, Call Price 100.000, Accrued Interest \$1959.375</i> ERP OPERATING LP	166,957.45	166,957.45				2.35	0.16

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As of December 31, 2016 | Reporting Currency: USD

Gooding

CORPORATE FIXED INCOME (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
FIFTH THIRD BANCORP	250,000.00	1.01	100.87	252,162.50	-1,041.27	2.28	0.25
<i>Cusip 316773CQ1, Moody's Rating BAA1, S & P Rating BBB+, Maturity Date 3/11/2019, Coupon: 2.300, Call Date 1/30/2019, Call Price 100 000, Accrued Interest \$1916 665</i>	253,203.77		105.19	61,011.36	1,060.46	2.27	
GOLDMAN SACHS GROUP INC	58,000.00	1.03	105.19	61,011.36	1,060.46	5.84	0.06
<i>Cusip 38141GFM1, Moody's Rating A3, S & P Rating BBB+, Maturity Date 4/11/2018, Coupon 6 150, Accrued Interest \$891 750</i>	59,950.90		101.35	354,732.00	972.61	5.94	
HOME DEPOT INC	350,000.00	1.01	101.35	354,732.00	972.61	2.21	0.35
<i>Cusip 437076BB7, Moody's Rating A2, S & P Rating A, Maturity Date 9/10/2018, Coupon 2 250, Call Date 8/10/2018, Call Price: 100 000, Accrued Interest \$2428 122</i>	353,759.39		103.00	308,991.00	1,547.73	2.22	
IBM CORP	300,000.00	1.03	103.00	308,991.00	1,547.73	5.53	0.31
<i>Cusip 459200GJ4, Moody's Rating AA3, S & P Rating AA-, Maturity Date 9/14/2017, Coupon 5 700, Accrued Interest \$5082 498</i>	307,443.27		104.31	312,936.00	2,148.18	5.56	
KINDER MORGAN ENER PART	300,000.00	1.04	104.31	312,936.00	2,148.18	5.70	0.31
<i>Cusip 494550AY2, Moody's Rating BAA3, S & P Rating BBB-, Maturity Date 2/15/2018, Coupon 5 950, Accrued Interest \$6743 331</i>	310,787.82		100.00	255,005.10	-43.25	5.74	
MEDTRONIC INC	255,000.00	1.00	100.00	255,005.10	-43.25	1.49	0.25
<i>Cusip 585055BQ8, Moody's Rating A3, S & P Rating A, Maturity Date 3/15/2018, Coupon: 1.500, Accrued Interest: \$1126 248</i>	255,048.35		103.37	118,878.95	-203.31	1.49	
MICROSOFT CORP	115,000.00	1.04	103.37	118,878.95	-203.31	2.90	0.12
<i>Cusip 594918AH7, Moody's Rating AAA, S & P Rating AAA, Maturity Date 10/11/2020, Coupon 3 000, Accrued Interest \$862 500</i>	119,082.26		105.36	316,065.00	2,859.24	2.90	
NUCOR CORP	300,000.00	1.04	105.36	316,065.00	2,859.24	5.55	0.31
<i>Cusip: 670346AK1, Moody's Rating BAA1, S & P Rating: A-, Maturity Date: 6/1/2018, Coupon: 5 850, Accrued Interest \$1462 497</i>	313,205.76		101.21	328,942.25	-4,462.18	5.60	
ORACLE CORP	325,000.00	1.03	101.21	328,942.25	-4,462.18	2.22	0.32
<i>Cusip 68389XAX3, Moody's Rating A1, S & P Rating AA-, Maturity Date 10/8/2019, Coupon 2 250, Accrued Interest \$1685 938</i>	333,404.43		107.39	123,496.20	-397.71	2.19	
PROGRESS ENERGY INC	115,000.00	1.08	107.39	123,496.20	-397.71	4.53	0.12
<i>Cusip: 743263AQ8, Moody's Rating BAA2, S & P Rating: BBB+, Maturity Date: 12/1/2019, Coupon: 4.875, Accrued Interest: \$467 186</i>	123,893.91		100.97	176,688.75	-853.22	4.52	
PRUDENTIAL FINANCIAL INC	175,000.00	1.02	100.97	176,688.75	-853.22	2.32	0.17
<i>Cusip 74432QC89, Moody's Rating BAA1, S & P Rating A, Maturity Date 8/15/2019, Coupon 2 350, Accrued Interest: \$1553 610</i>	177,541.97		100.01	160,011.20	-743.42	2.31	
QUALCOMM INC	160,000.00	1.01	100.01	160,011.20	-743.42	2.24	0.16
	160,754.62					2.23	

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POSITIONS

Gooding

CORPORATE FIXED-INCOME (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
Cusip 747525AD5, Moody's Rating A1, S & P Rating A+, Maturity Date 5/20/2020, Coupon 2.250, Accrued Interest \$410 000	364,000.00	1.00	100.09	364,331.24	120.46	3.37	0.36
RABOBANK NEDERALND UTREC						3.37	
	364,210.78						
Cusip 21686CAD2, Moody's Rating AA2, S & P Rating A+, Maturity Date 1/19/2017, Coupon 3.375, Accrued Interest \$5528 250	150,000.00	1.07	106.75	160,117.50	-990.68	4.12	0.16
RATHEON COMPANY						4.10	
	161,108.18						
Cusip 755111BR1, Moody's Rating A3, S & P Rating A, Maturity Date 2/15/2020, Coupon 4.400, Accrued Interest: \$2493.333	260,000.00	1.00	100.16	260,408.20	431.60	1.74	0.26
TORONTO DOMINION BANK						1.74	
	259,976.60						
Cusip 89114QB64, Moody's Rating AA1, S & P Rating AA-, Maturity Date 7/23/2018, Coupon 1.750, Accrued Interest \$1996 943	402,000.00	1.00	99.87	401,493.48	-953.98	1.37	0.39
TOYOTA MOTOR CREDIT CORP						1.37	
	402,447.46						
Cusip 89233P7E0, Moody's Rating: AA3, S & P Rating: AA-, Maturity Date: 1/10/2018, Coupon 1.375, Accrued Interest: \$2625 562	500,000.00	0.99	99.62	498,080.00	4,320.00	1.63	0.49
UNITEDHEALTH GROUP INC						1.64	
	493,760.00						
Cusip 91324PCB6, Moody's Rating A3, S & P Rating A+, Maturity Date 3/15/2019, Coupon 1.625, Accrued Interest \$2392 360	300,000.00	1.00	100.21	300,618.00	366.89	1.99	0.30
VENTAS REALTY LP/CAP CRP						1.99	
	300,251.11						
Cusip 92276MBA2, Moody's Rating: BAA1, S & P Rating: BBB+, Maturity Date: 2/15/2018, Coupon: 2.000, Call Date: 1/15/2018, Accrued Interest \$2266 665	160,000.00	1.00	100.31	160,497.60	213.76	2.19	0.16
VISA INC						2.19	
	160,283.84						
Cusip 92826CAB8, Moody's Rating A1, S & P Rating A+, Maturity Date 12/14/2020, Coupon 2.200, Call Date 11/14/2020, Accrued Interest \$166 221	300,000.00	1.00	100.19	300,573.00	216.38	1.87	0.30
WATSON PHARMACEUTICALS INC						1.87	
	300,356.62						
Cusip 942683AG8, Moody's Rating: BAA3, S & P Rating: BBB, Maturity Date: 10/1/2017, Coupon 1.875, Accrued Interest: \$1406 250	315,000.00	1.01	100.58	316,820.70	-1,157.76	2.58	0.31
WELLS FARGO & COMPANY						2.57	
	317,978.46						
Cusip 94974BGM6, Moody's Rating A2, S & P Rating A, Maturity Date 7/22/2020, Coupon 2.600, Accrued Interest \$3617 249							
Corporate Fixed Income Total		\$11,513,413.85		\$11,538,278.71	\$24,864.86		11.34%

GOVERNMENT SECURITIES

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
FED HOME LN MTG CORP	165,000.00	\$1.00	\$100.15	\$165,254.10	\$95.79	0.99%	0.16%
		\$165,158.31				0.99%	

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POSITIONS

Gooding

As of December 31, 2016 | Reporting Currency: USD

GOVERNMENT SECURITIES (Continued)

Security Description	Quantity	Average Unit Cost / Total Cost	Price	Market Value	Unrealized Gain/Loss	Current Yield / Yield on Cost	% of Portfolio
<i>Cusip</i> 3137EADH9, Moody's Rating AAA, S & P Rating AA+, Maturity Date 6/29/2017, Coupon: 1.000, Accrued Interest: \$9.166 UNITED STATES TREASURY NOTE	165,000.00	0.99	98.62	162,724.65	83.32	1.14	0.16
		162,641.33				1.14	
<i>Cusip</i> 912828VA5, Moody's Rating AAA, Maturity Date 4/30/2020, Coupon 1.125, Accrued Interest \$312.792 UNITED STATES TREASURY NOTE	195,000.00	1.01	100.97	196,881.75	53.33	1.85	0.19
		196,828.42				1.85	
<i>Cusip</i> 912828VJ6, Moody's Rating AAA, Maturity Date: 6/30/2020, Coupon 1.875 UNITED STATES TREASURY NOTE	223,000.00	1.00	100.12	223,276.52	120.24	0.99	0.22
		223,156.28				0.99	
<i>Cusip</i> 912828SM3, Moody's Rating AAA, Maturity Date 3/31/2017, Coupon 1.000, Accrued Interest \$563.626 UNITED STATES TREASURY NOTE	300,000.00	1.00	100.01	300,024.00	480.60	0.87	0.29
		299,543.40				0.87	
<i>Cusip</i> 912828M72, Moody's Rating AAA, Maturity Date 11/30/2017, Coupon 0.875, Accrued Interest: \$223.557 UNITED STATES TREASURY NOTE	239,000.00	1.00	100.16	239,382.40	1,165.82	1.24	0.23
		238,216.58				1.25	
<i>Cusip</i> 912828WD8, Moody's Rating AAA, Maturity Date 10/31/2018, Coupon 1.250, Accrued Interest \$508.860 UNITED STATES TREASURY NOTE	485,000.00	0.99	99.48	482,463.45	209.52	1.38	0.47
		482,253.93				1.38	
<i>Cusip</i> 912828J84, Moody's Rating AAA, Maturity Date 3/31/2020, Coupon: 1.375, Accrued Interest: \$1685.506 UNITED STATES TREASURY NOTE	250,000.00	0.99	99.96	249,902.50	2,513.96	1.00	0.24
		247,388.54				1.01	
<i>Cusip</i> 912828VE7, Moody's Rating AAA, Maturity Date 5/31/2018, Coupon 1.000, Accrued Interest \$212.910 UNITED STATES TREASURY NOTE	425,000.00	1.01	100.24	426,028.50	-3,867.61	1.49	0.42
		429,896.11				1.48	
<i>Cusip</i> 912828F62, Moody's Rating AAA, Maturity Date 10/31/2019, Coupon 1.500, Accrued Interest \$1085.850 UNITED STATES TREASURY NOTE	340,000.00	1.00	99.96	339,853.80	145.52	0.62	0.33
		339,708.28				0.62	
<i>Cusip</i> 912828XP0, Moody's Rating AAA, Maturity Date 7/31/2017, Coupon 0.625, Accrued Interest \$883.490 UNITED STATES TREASURY NOTE	385,000.00	1.05	104.26	401,408.70	-1,168.17	2.99	0.39
		402,576.87				2.98	
<i>Cusip</i> 912828KQ2, Moody's Rating: AAA, Maturity Date: 5/15/2019, Coupon: 3.125, Accrued Interest: \$1528.831 Government Securities Total		\$3,187,368.05		\$3,187,200.37	-\$167.68		3.12%
TOTAL PORTFOLIO		\$82,745,324.75		\$102,267,747.28	\$16,348,187.06		100.00%

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POSITIONS