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

Name of foundation FREE FAMILY FOUNDATION CORP		A Employer identification number 59-3611945	
Number and street (or P O box number if mail is not delivered to street address) 610 W DE LEON ST		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code TAMPA, FL 336062720		B Telephone number (see instructions) (813) 435-5600	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,687,342	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,000,618			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,554	3,554	3,554	
	4 Dividends and interest from securities	49,065	49,065	49,065	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-783			
	b Gross sales price for all assets on line 6a _____ 556,003				
	7 Capital gain net income (from Part IV, line 2)		146,948		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,052,454	199,567	52,619	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,445	4,000		3,445
	c Other professional fees (attach schedule)	46,507	46,507		
	17 Interest	185	185		
	18 Taxes (attach schedule) (see instructions)	2,131	2,070		61
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	24,603			24,603
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	80,871	52,762		28,109
	25 Contributions, gifts, grants paid	1,632,894			1,632,894
	26 Total expenses and disbursements. Add lines 24 and 25	1,713,765	52,762		1,661,003
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	338,689			
	b Net investment income (if negative, enter -0-)		146,805		
	c Adjusted net income(if negative, enter -0-)			52,619	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	1,730,698	1,462,432	1,462,432		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	2,253,820	2,860,775	3,224,910		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,984,518	4,323,207	4,687,342			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	3,984,518	4,323,207			
	30	Total net assets or fund balances (see instructions)	3,984,518	4,323,207			
31	Total liabilities and net assets/fund balances (see instructions) .	3,984,518	4,323,207				

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 3,984,518
2	Enter amount from Part I, line 27a	2 338,689
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 4,323,207
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 4,323,207

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	146,948
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	-1,614

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,528,914	4,243,707	0 360278
2014	1,647,000	4,818,270	0 341824
2013	1,010,371	3,406,192	0 296628
2012	267,008	2,302,328	0 115973
2011	894,507	2,309,632	0 387294
2 Total of line 1, column (d)			2 1 501997
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 300399
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 4,444,322
5 Multiply line 4 by line 3			5 1,335,070
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,468
7 Add lines 5 and 6			7 1,336,538
8 Enter qualifying distributions from Part XII, line 4			8 1,661,003

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,468
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,468
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,468
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	14,833
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	14,833
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,365
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 13,365 Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13		
14	The books are in care of ► <u>DOUGLAS J FREE</u> Telephone no ► <u>(813) 435-5600</u>			

Located at ► 610 W DE LEON ST TAMPA FL ZIP+4 ► 336062720

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	☐		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ Yes	☒ No
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No	5b		
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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ☐ Yes ☒ No				

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		
Total number of others receiving over \$50,000 for professional services. ►		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE FOUNDATION HAS BEEN ESTABLISHED FOR THE PURPOSE OF PROVIDING FUNDS TO ORGANIZATIONS QUALIFIED UNDER INTERNAL REVENUE CODE SECTION 501(C)(3)	1,632,894
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	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	2,876,495
b	Average of monthly cash balances.	1b	1,635,507
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,512,002
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	4,512,002
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	67,680
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,444,322
6	Minimum investment return. Enter 5% of line 5.	6	222,216

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	222,216
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,468
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,468
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	220,748
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	220,748
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	220,748

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,661,003
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,661,003
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	1,468
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,659,535

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				220,748
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.	782,256			
b From 2012.	159,372			
c From 2013.	843,110			
d From 2014.	1,424,015			
e From 2015.	1,322,881			
f Total of lines 3a through e.	4,531,634			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 1,661,003				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				220,748
e Remaining amount distributed out of corpus	1,440,255			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,971,889			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	782,256			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	5,189,633			
10 Analysis of line 9				
a Excess from 2012.	159,372			
b Excess from 2013.	843,110			
c Excess from 2014.	1,424,015			
d Excess from 2015.	1,322,881			
e Excess from 2016.	1,440,255			

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> NATIONAL CHRISTIAN FOUNDATION 707 N FRANKLIN ST 800 TAMPA, FL 33622	NONE	501(C)(3)	GENERAL FUNDS	350,000
NATIONAL CHRISTIAN FOUNDATION 707 N FRANKLIN ST 800 TAMPA, FL 33622	NONE	501(C)(3)	GENERAL FUNDS	1,282,894
Total			▶ 3a	1,632,894
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	3,554	
4 Dividends and interest from securities. . . .			14	49,065	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			14	-1,766	983
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				50,853	983
13 Total. Add line 12, columns (b), (d), and (e).			13		51,836

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

- b** If "Yes," complete the following schedule

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

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

Print/Type preparer's name LINDSEY CROWN HARDEE CPA	Preparer's Signature	Date 2017-10-31	Check if self-employed ☐	PTIN P00639623
Firm's name ▶ CROWN & COMPANY CPAS				Firm's EIN ▶ 81-4913568
Firm's address ▶ 1219 FRANKLIN CIRCLE CLEARWATER, FL 33756				Phone no (727) 446-3091

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SEE ATTACHED - ACCT 53667	D		
SEE ATTACHED - ACCT 53667	D		
SEE ATTACHED - ACCT 55181	D		
SEE ATTACHED - ACCT 55181	D		
SEE ATTACHED - ACCT 55181	D		
SEE ATTACHED - ACCT 72784	D		
SEE ATTACHED - ACCT 72784	D		
SEE ATTACHED - ACCT 72784	D		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
36,239		18,246	17,993
117,107		57,904	59,203
41,736		42,244	-508
242,471		189,900	52,571
566		1	565
29,859		30,965	-1,106
67,164		60,766	6,398
19,878		9,029	10,849

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			17,993
			59,203
			-508
			52,571
			565
			-1,106
			6,398
			10,849

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
HARRY J FREE 610 W DE LEON ST TAMPA, FL 336062720	PRESIDENT 3 00	0	0	0
CAROLE J FREE 610 W DE LEON ST TAMPA, FL 336062720	VICE PRES 2 00	0	0	0
DIANE E HANLON 610 W DE LEON ST TAMPA, FL 336062720	SECRETARY 2 00	0	0	0
THOMAS E FREE 610 W DE LEON ST TAMPA, FL 336062720	DIRECTOR 2 00	0	0	0
DOUGLAS J FREE 610 W DE LEON ST TAMPA, FL 336062720	TREASURER 3 00	0	0	0

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

HARRY J CAROL J FREE
DOUGLAS TABITHA FREE
DIANE E CHARLES G HANLON
THOMAS E FREE
FMV DIFFERENCES

TY 2016 Accounting Fees Schedule**Name:** FREE FAMILY FOUNDATION CORP**EIN:** 59-3611945

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL ACCOUNTING FEES	7,445	4,000		3,445

TY 2016 Investments Corporate Stock Schedule

Name: FREE FAMILY FOUNDATION CORP
EIN: 59-3611945

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO		
ALPHABET INC/CA-CL A	40,497	39,623
ALPHABET INC/CA-CL C	39,578	38,591
AVERY DENNISON CORP		
BANK OF THE OZARKS		
BERKSHIRE HATHAWAY INC-CL B	8,318	8,149
BROADRIDGE FINANCIAL SOLUTIONS LLC		
CABLE ONE INC-W/I		
CARLISLE COS INC		
DUN & BRADSTREET CORP		
GENPACT LTD		
GLACIER BANCORP INC		
GOLDMAN SACHS GROUP INC	157,014	155,643
MICROSOFT CORP	39,866	39,148
MORGAN STANLEY	252,252	247,163
NVR INC		
ROBERT HALF INTL INC		
SUNTRUST BANKS INC		
TYLER TECHNOLOGIES INC		
WALT DISNEY CO/THE	2,181	2,606
WR BERKLEY CORP	36,542	36,581
CONSTELLATION BRANDS INC-A	92,648	114,983
NUVEEN GRESH DIV COMM ST-I	270,000	223,123
ACCOR SA-SPONSORED ADR		
ADIDAS AG-SPONSORED ADR	475	1,021
ADMIRAL GROUP PLC-UNSPON ADR	2,304	2,048
ADRS - DIRECT LINE INSURANCE GROUP P	2,474	2,304
ADVANCED ACCELERATOR APP-ADR	1,114	776
ADVANTEST CORP- SPON ADR	1,780	2,887
AEGON N.V.-NY REG SHR		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AGEAS -SPON ADR	3,503	3,521
AGL ENERGY LTD-UNSP ADR		
AGL ENERGY LTD-UNSP ADR	4,733	6,305
AIR LIQUIDE-UNSPONSORED ADR	2,995	2,469
AIRBUS SE ADR	635	608
AISIN SEIKI CO LTD	1,506	1,652
AJINOMOTO INC -UNSPON ADR	669	727
AKZO NOBEL NV-SPON ADR	1,729	1,428
ALFA LAVAL AB-UNSPON ADR	2,220	2,262
ALUMINA LTD-SPONSORED ADR	1,402	2,067
AMADEUS IT GROUP, S.A.	3,061	3,338
AMCOR LTD-SPONS ADR	2,497	2,709
ANGLO AMERN PLC SPONSORED ADR		
ANHEUSER-BUSCH INBEV-SPN ADR	1,977	1,898
ANTOFAGASTA PLC -SPON ADR		
ASAHI GLASS CO LTD-UNSP ADR	1,518	1,733
ASAHI KASEI CORP-UNSPON ADR	1,120	1,268
ASML HOLDING NV-NY REG SHS	2,337	2,805
ASSA ABLOY AB - UNSP ADR	815	1,748
ASTELLAS PHARMA INC-UNSP ADR	1,117	998
ASTRAZENECA PLC-SPONS ADR	2,767	2,814
ATLANTIA SPA-UNSPONSORED ADR	3,460	2,933
ATLASSIAN CORP PLC-CLASS A	1,625	1,348
ATOS ORIGIN SA - UNSP ADR	2,608	2,908
AVG TECHNOLOGIES	352	354
AVIVA PLC - SPON ADR	319	213
AVOLON HOLDINGS LTD		
AXA -SPONS ADR	110	227
BAE SYSTEMS PLC -SPON ADR	1,449	1,539
BANCO BILBAO VIZCAYA-SP ADR	1,407	1,415

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANCO SANTANDER SA-SPON ADR		
BANK HAPOALIM LTD-ADR	326	327
BANK OF IRELAND-SPONS ADR		
BANK OF QUEENSLANDLTD ADR	3,194	3,318
BANK OF YOKOHAMA-UNSPON ADR		
BASF SE-SPON ADR	837	1,111
BAYER AG-SPONSORED ADR	1,303	2,190
BENESSE HOLDINGS INC-UNS ADR	2,994	2,457
BHP BILLITON PLC-ADR	1,774	1,856
BNP PARIBAS-ADR	2,421	3,058
BOC HONG KONG HLDS-SPONS ADR		
BP PLC-SPONS ADR	5,373	5,682
BRAMBLES LTD-SPONSORED ADR	1,440	1,498
BRIDGESTONE CORP-UNSPONS ADR	395	397
BRITISH AMERICAN TOB-SP ADR		
BRITISH LAND CO PLC-SPON ADR		
BT GROUP PLC-SPON ADR	4,283	3,385
BUNZL PLC -SPONS ADR		
BUNZL PLC -SPONS ADR	2,360	3,122
BURBERRY GROUP PLC-SPON ADR		
CANON INC-SPONS ADR	377	338
CARLSBERG AS-B-SPON ADR	3,150	2,624
CARNIVAL PLC-ADR	1,408	1,792
CASIO COMPUTER CO-UNSPON ADR		
CASIO COMPUTER CO-UNSPON ADR	1,309	1,128
CATHAY PAC AIRWAYS-SPONS ADR		
CENTRAL JAPAN RAI-UNSPON ADR	1,172	1,249
CHINA CORD BLOOD CORP	2,559	3,231
CHR HANSEN HOLDING -SPON ADR	2,545	2,223
CHRISTIAN DIOR SA-UNSPON ADR	519	578

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CIE FINANCIERE RICH-UNSP ADR	5,602	5,471
CIMPRESS NV	714	733
CITY DEVELOPMENTS-SPONS ADR	3,341	2,978
CK HUTCHISON HOLDIN-UNSP ADR		
CLP HOLDINGS LTD-SPONS ADR	1,347	1,504
COCA-COLA AMATIL LTD-SP ADR	3,128	2,976
COCA-COLA EUROPEAN PARTNERS PLC	2,988	2,481
COCHLEAR LTD-UNSPON ADR	1,164	1,686
COMMONWEALTH BK AUS-SP ADR	1,391	1,068
COMPASS GROUP PLC-SPON ADR	1,189	1,550
CONTINENTAL AG-SPONS ADR	413	424
CREDIT SUISSE GROUP-SPON ADR		
CRH PLC-SPONSORED ADR	1,806	2,166
CSL LTD-SPONSORED ADR	2,075	3,119
CYBERARK SOFTWARE LTD/ISRAEL	377	364
DAI NIPPON PRINT-SPON ADR	780	1,043
DAIHATSU MOT CO LTD-UNSP ADR		
DAIICHI SANKYO CO-SPON ADR	1,323	1,096
DAIKIN INDUSTRIES-UNSPON ADR	256	369
DAIMLER AG- SPN ADR	989	892
DAITO TRUST CONS-SPN ADR	904	1,130
DAIWA HOUSE INDUS-UNSP ADR		
DAIWA SECURITIES GR-SPON ADR	1,951	2,148
DANONE-SPONS ADR	2,312	2,164
DANSKE BANK A/S - SPON ADR	2,905	3,112
DASSAULT SYSTEMES S-SPON ADR	1,817	2,139
DBS GROUP HOLDINGS-SPON ADR	311	286
DELHAIZE GROUP - SPONS ADR		
DEUTSCHE BOERSE AG-UNSPN ADR		
DEUTSCHE POST AG-SPON ADR	1,337	1,441

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DEUTSCHE TELEKOM AG-SPON ADR	5,120	5,318
DIAGEO PLC-SPONSORED ADR	1,180	1,247
DNB ASA-SPONSOR ADR	1,512	1,190
DON QUIJOTE HOLDIN-UNSP ADR	1,735	1,772
E.ON SE -SPONSORED ADR	6,282	3,786
EAST JAPAN RAILWAY-UNSP ADR	1,109	1,218
EISAI CO LTD-SPONSORED ADR	998	1,379
ELBIT SYSTEMS LTD	1,488	2,445
ELECTROLUX AB -SPONS ADR B	1,150	1,192
ELEKTA AB-B SHS-UNSPON ADR	756	719
ENAGAS-UNSPONSORED ADR	1,173	972
ENEL SPA - UNSPON ADR	1,277	931
ENERGIAS DE PORTUGAL-SP ADR	2,973	2,421
ENGIE	4,177	2,026
ENI SPA-SPONSORED ADR	2,106	2,128
ERICSSON (LM) TEL-SP ADR	1,690	1,189
EROS INTL PLC SHS NEW		
ERSTE GROUP BANK AG-SPON ADR	1,868	1,915
EUTELSAT COMMUNICATIONS SPON ADR	2,367	1,339
EXPERIAN PLC-SPONS ADR	276	367
FAST RETAILING CO-UNSPON ADR	271	286
FERRARI NV - W/I	1,681	1,860
FERROGLOBE PLC	718	856
FERROVIAL S A ADR	864	749
FIRST PACIFIC CO LTD-SP ADR		
FIRST PACIFIC CO LTD-SP ADR	1,685	1,668
FLAMEL TECHNOLOGIES-SP ADR		
FLEETMATICS GROUP PLC		
FLEX LTD	2,080	2,400
FLEXTRONICS INTL LTD		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FLY LEASING LTD-ADR		
FORTUM OYJ-UNSPONSORED ADR	2,595	1,491
FRESENIUS MEDICAL CARE-ADR	258	338
FRESENIUS SE & CO-SPN ADR		
FUCHS PETROLUB SE-PREF ADR	2,476	2,667
FUJIFILM HOLDINGS-UNSP ADR	874	1,855
FUJITSU LTD - UNSPON ADR	725	1,058
G4S PLC-UNSPON ADR	1,739	1,245
GALP ENERGIA SGPS-UNSPON ADR	603	796
GEA GROUP AG - SPON ADR	3,092	2,656
GEMALTO NV-SPONSORED ADR	1,756	1,446
GIVAUDAN-UNSPON ADR	4,179	4,453
GLAXOSMITHKLINE PLC-SPON ADR	4,243	3,543
GOLAR LNG LTD	3,120	2,042
GOLDEN AGRI-RESOURCES-UN ADR		
GRIFOLS SA-ADR	3,793	3,102
H LUNDBECK A/S-SPN ADR	1,427	2,241
HACHIJUNI BANK LTD-UNS ADR	1,600	2,022
HANG LUNG PROPERTIES-SP ADR		
HANG SENG BANK-SPONSORED ADR	1,098	1,243
HEIDELBERGCEMENT AG-UNSP ADR	1,398	1,527
HEINEKEN HOLDING NV-SPN ADR	765	663
HENDERSON LAND DEV-SPON ADR	3,376	3,127
HENKEL AG & CO- SPONS ADR	3,858	4,095
HENKEL KGAA-SPONS ADR PFD	4,489	4,641
HENNES & MAURITZ AB-UNSP ADR	2,125	1,716
HITACHI LTD -ADR		
HSBC HOLDINGS PLC-SPONS ADR	3,162	3,295
IBERDROLA SA-SPONSORED ADR	1,142	1,443
ICON PLC	2,310	3,158

Name of Stock	End of Year Book Value	End of Year Fair Market Value
IMPERIAL BRANDS PLC-SPON ADR	1,187	1,132
INDITEX-UNSPON ADR	1,583	1,748
INFORMA PLC-SP ADR	3,678	3,192
ING GROEP N.V.-SPONSORED ADR	1,368	1,833
INGENICO-UNSP ADR	2,659	2,074
INNOCOLL HOLDINGS PLC	759	85
INTERNATIONAL GAME TECHNOLOG	2,373	2,475
INTERXION HOLDING NV	2,504	3,086
INTESA SANPAOLO-SPON ADR	1,536	1,432
ISRAEL CHEMICALS LTD	465	477
ISUZU MOTORS LTD-UNSPON ADR	760	802
ITALCEMENTI SPA-UNSPONS ADR		
ITOCHU CORP-UNSPONSORED ADR	640	660
ITOCHU TECHNO-SOLOT-UNSP ADR	1,722	2,111
ITURAN LOCATION AND CONTROL	1,950	1,935
ITV PLC-UNSPON ADR	1,126	1,368
JAMES HARDIE IND PLC-SP ADR	2,760	2,973
JAPAN AIRLINES CO-UNP ADR	564	552
JAPAN EXCHANGE GROUP INC ADR	1,536	1,428
JARDINE MATHESON HD-UNSP ADR	412	388
JARDINE STRATEGIC-UNSPON ADR	417	386
JERONIMO MARTINS-UNSPON ADR	2,403	2,212
JGC CORP-UNSPONSORED ADR	1,601	1,810
JULIUS BAER GROUP LTD-UN ADR		
KAO CORP-SPONSORED ADR	1,311	1,137
KDDI CORP-UNSPONSORED ADR	4,129	4,465
KERING-UNSPONSORED ADR	654	648
KING DIGITAL ENTERTAINMENT P		
KINGFISHER PLC-SPONS ADR	2,821	2,300
KIRIN HOLDINGS CO-SPON ADR	1,581	1,645

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KONE OYJ-B-UNSPONSORED ADR	2,384	2,391
KONINKLIJKE AHOLD DELHAIZE N.V.	2,309	2,351
KONINKLIJKE DSM NV-SPONS ADR	1,960	1,847
KONINKLIJKE KPN NV - SP ADR	5,156	4,110
KONINKLIJKE PHILIPS NVR- NY		
KORNIT DIGITAL LTD	2,407	2,404
KUBOTA CORP-SPONS ADR		
KURARAY CO LTD-UNSPON ADR	1,869	2,190
KYOCERA CORP -SPONS ADR	1,274	1,294
LEGAL & GEN GROUP -SPON ADR	489	573
LENDLEASE CORPORATION LIMITED		
LINDE AG-SPONSORED ADR	1,034	1,143
LIXIL GROUP CORP-UNSPN ADR	688	683
LLOYDS BANKING GROUP PLC-ADR	1,667	1,662
LONZA GROUP AG-UNSPON ADR		
L'OREAL-UNSPONSORED ADR	1,602	1,821
LUFTHANSA-SPONS ADR	2,151	1,960
LUXOTTICA GROUP SPA-SPON ADR	987	1,504
LVMH MOET HENNESSY-UNSP ADR	903	1,064
MAKITA CORP-SPONS ADR	660	1,271
MARKIT LTD		
MARKS & SPENCER PLC-ADR	2,140	1,608
MARUBENI CORP-UNSPONS ADR	935	734
MELLANOX TECHNOLOGIES LTD	357	327
MERCK KGAA-UNSPONSORED ADR	757	901
MICHELIN (CGDE)-UNSPON ADR	2,345	2,510
MITSUBISHI ESTATE-UNSPON ADR	5,120	5,301
MITSUBISHI TANABE PH- ADR	1,856	2,053
MTR CORP LTD-ADR	1,007	1,216
MUENCHENER RUECK-UNSPON ADR	217	320

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MURATA MANUFACTUR-UNSPON ADR		
NATIONAL AUSTRALIA BK-SP ADR	1,424	1,411
NATIONAL GRID PLC-SP ADR	6,066	4,783
NESTLE SA-SPONS ADR	5,013	5,667
NEWCREST MINING LTD-SPON ADR	899	1,235
NICE LTD	753	825
NIDEC CORPORATION-SPON ADR	264	364
NIKON CORP PLC-UNSPON ADR	662	527
NIPPON TELEGRAPH & TELE-ADR	1,576	2,104
NIPPON YUSEN KABUS-SPN ADR	688	478
NITTO DENKO CORP-UNSPONS ADR	567	980
NOKIA CORP-SPON ADR	1,135	770
NORD ANGLIA EDUCATION INC	1,705	1,911
NORDEA BANK AB-SPON ADR	1,915	1,996
NORDIC AMERICAN TANKERS LTD	1,458	1,243
NOVARTIS AG-SPONSORED ADR	3,205	3,715
NOVO-NORDISK A/S-SPONS ADR	344	466
NOVOZYMES A/S-UNSPONS ADR	1,681	1,795
NTT DOCOMO INC-SPON ADR	3,113	3,003
OCI NV-SP ADR		
OMRON CORP- SPONSORED ADR	1,562	1,643
OMV AG-BEARER SHRS ADR	3,328	3,865
ONO PHARMACEUTICAL CO-UN ADR	1,426	945
ORANGE-SPON ADR	5,478	5,087
ORBOTECH LTD	1,535	3,408
ORICA LTD ADR	344	358
ORIX - SPONSORED ADR	1,194	1,323
ORKLA ASA-SPON ADR	2,345	2,399
OTSUKA HOLDINGS CO LTD	1,649	2,433
PANDORA A/S-UNSP ADR	1,501	1,594

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PARK24 CO LTD ADR	698	595
PATHEON NV	374	373
PEARSON PLC-SPONSORED ADR	1,563	1,279
PORSCHE AUTOMOBIL-UNSP ADR		
POWER ASSETS HLDGS-SPON ADR		
PROSIEBEN SAT.1-UNSP ADR	2,442	2,119
PROVIDENT FINANCIAL-SPON ADR	672	553
PROXIMUS GROUP ADR	253	225
PUBLICIS GROUPE-ADR	1,222	1,238
QIAGEN N.V.	4,194	4,960
RADWARE LTD	2,329	1,808
RANDGOLD RESOURCES LTD-ADR	1,745	1,832
RECKITT BENCKISER-SPON ADR	541	840
RED ELECTRICA COR-UNSPON ADR		
RED ELECTRICA COR-UNSPON ADR	3,543	2,948
RELX PLC - SPON ADR	1,238	1,366
RENTOKIL INITIAL PLC-SP ADR	3,164	3,167
REPSOL SA-SPONSORED ADR	5,146	4,117
REXAM PLC-SPONSORED ADR		
REXEL SA		
RIO TINTO PLC-SPON ADR	2,859	3,115
ROCHE HOLDINGS LTD-SPONS ADR	2,042	1,997
ROHM CO LTD-UNSPON ADR		
ROLLS-ROYCE HOLDINGS-SP ADR	893	785
ROYAL BANK OF SCOT-SPON ADR	786	929
ROYAL DUTCH SHELL-SPON ADR-A	4,333	4,079
ROYAL DUTCH SHELL-SPON ADR-B		
ROYAL MAIL PLC-UNSP ADR	4,029	3,229
RSA INSURANCE GROUP PLC-ADR	2,761	2,774
RWE AKTIENGESELLSCHAF-SP ADR		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RYANAIR HLDGS PLC SPONSORED ADR NE	1,364	1,415
RYOHIN KEIKAKU CO -UNSP ADR	1,365	1,142
SAFRAN SA-UNSPON ADR	1,326	1,420
SAGE GROUP PLC-UNSPON ADR	2,827	3,496
SAMPO OYJ-A SHS-UNSP ADR	2,723	2,396
SANDS CHINA LTD-UNSPONS ADR		
SANDVIK AB-SPONSORED ADR	879	1,030
SANOFI-ADR	1,477	1,739
SANTEN PHARMACEUTICAL-UN ADR	1,847	1,565
SAP SE-SPONSORED ADR	2,349	3,198
SCOR-SPONSORED ADR	3,388	3,696
SECOM LTD -UNSPONSORED ADR		
SEIKO EPSON CORP-UNSPON ADR	1,339	1,614
SEKISUI HOUSE-SPONS ADR	374	747
SERCO GROUP PLC-SPON ADR	296	85
SGS SA-UNSPONSORED ADR	2,700	2,855
SHIN-ETSU CHEM-UNSPON ADR	908	1,140
SHIP FINANCE INTL LTD	2,168	2,287
SIEMENS AG-SPONS ADR	825	1,102
SINGAPORE EXCHANGE-UNSP ADR	3,370	3,196
SKF AB-SPONSORED ADR	1,459	1,229
SKY PLC-SPN ADR	1,503	1,422
SMITHS GROUP PLC- SPON ADR		
SODEXO-SPONSORED ADR	1,716	1,836
SONIC HEALTHCARE-UNSP ADR	1,579	1,690
SONOVA HOLDING-UNSPON ADR	3,199	2,917
SOUTH32 - ADR	1,213	1,218
SPARK NEW ZEALAND-SPON ADR		
SPARK NEW ZEALAND-SPON ADR	2,443	2,553
SPONSORED ADR PHAROL SGPS SA	1,988	79

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SSE PLC-SPN ADR		
STATOIL ASA-SPON ADR	515	529
STORA ENSO OYJ-SPONS ADR		
STRATASYS LTD		
SUBSEA 7 SA-SPON ADR		
SUEZ	4,026	3,550
SUEZ ENVIRONNEMEN-UNSPON ADR		
SUMITOMO CORP-SPON ADR	662	589
SUMITOMO METAL MININ-UNS ADR	1,033	1,192
SUN HUNG KAI PROP LTD-SP ADR	4,034	3,424
SUNTORY BEVERAGE & FOOD-UADR	1,451	1,434
SVENSKA CELLULOOSA AB-SP ADR	2,599	2,647
SVENSKA HANDELSB-A-UNSP ADR	2,893	2,446
SWATCH GROUP AG/THE-UNSP ADR	3,211	2,540
SWEDBANK AB-ADR	1,608	2,222
SWIRE PACIFIC LTD-SP ADR A	3,488	3,011
SWISS RE LTD-SPN ADR	3,539	3,802
SWISSCOM AG-SPONSORED ADR	5,351	4,876
SYMRISE AG-UNSPON ADR	2,886	3,066
SYNGENTA AG-ADR NON-TRADEABLE ASSET	4,296	4,822
T&D HLDGS INC	766	883
TAKEDA PHARMACEUTIC-SP ADR	1,329	1,309
TATE & LYLE PLC-SPONS ADR	3,585	3,005
TDK CORP-SPONSORED ADR		
TECHNIP SA-ADR		
TECHTRONIC INDUSTRIES-SP ADR	796	719
TELECOM ITALIA SPA-SPON ADR	3,994	3,334
TELECOM ITALIA SPA-SPON ADR		
TELEFONICA SA-SPON ADR	2,694	1,831
TELENOR ASA-ADR	1,609	1,029

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TELIASONERA AB-UNSPON ADR	6,094	3,889
TELSTRA CORP-ADR	7,370	5,734
TENARIS SA-ADR	4,015	4,499
TERNA SPA-UNSPONSORED ADR	3,189	2,699
TEVA PHARMACEUTICAL-SP ADR	615	363
THK CO LTD-UNSPON ADR	1,198	1,283
TOKIO MARINE HOLDINGS-ADR	294	532
TOKYO ELECTRON LTD-UNSP ADR	1,775	1,975
TOKYO GAS CO LTD-UNSPON ADR	2,820	2,229
TORAY INDUSTRIES-UNSPON ADR	1,267	1,530
TOSHIBA CORP-UNSPONSORED ADR	324	179
TOTAL SA-SPON ADR	5,490	5,148
TOTO LTD-UNSPONSORED ADR	668	1,983
TOYOTA MOTOR CORP -SPON ADR	578	586
TREASURY WINE ESTATES-ADR		
TREND MICRO INC-SPON ADR	1,585	1,630
TRINITY BIOTECH PLC-SPON ADR	1,814	1,778
UNIBAIL-RODAMCO SE-UNSP ADR		
UNICHARM CORP - SPN ADR	1,064	1,102
UNILEVER N V -NY SHARES		
UNILEVER PLC-SPONSORED ADR	1,062	1,018
UNIQUE NV		
UNITED OVERSEAS BANK-SP ADR	2,154	2,223
UNITED UTILITIES GROUP-ADR	4,140	4,007
UPM-KYMMENE OYJ-SPONS ADR	3,450	4,072
VALLOUREC SA-SPN ADR		
VALLOUREC SA-SPN ADR	824	430
VEOLIA ENVIRONNEMENT-ADR	3,959	2,984
VESTAS WIND SYSTEMS-UNSP ADR	425	348
VINCI S.A.-UNSPONS ADR	205	339

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VIVENDI SA-UNSPON ADR	1,132	815
VODAFONE GROUP PLC-SP ADR	6,172	4,226
VOLKSWAGEN AG-SPONS ADR	1,733	1,033
VOPAK-UNSPONSORED ADR	3,016	2,790
WACOAL HOLDINGS CORP-SP ADR	3,144	3,270
WESFARMERS LIMITED-UNSP ADR	4,662	4,791
WEST JAPAN RAILWAY-UNSP ADR	907	1,108
WESTFIELD CORP-SPON ADR		
WESTPAC BANKING CORP-SP ADR	1,102	1,268
WHARF HOLDINGS-UNSPON ADR	3,261	3,213
WILLIAM HILL PLC-UNSPON ADR	3,187	2,130
WILMAR INTERNATIONAL-UNS ADR	2,418	2,412
WIX.COM LTD	831	1,737
WOLSELEY PLC-ADR	1,763	1,955
WOLTERS KLUWER NV-SPONS ADR	857	799
WOODSIDE PETROLEUM-SP ADR	6,730	5,343
WYNN MACAU LTD-UNSPON ADR	739	770
YAHOO JAPAN CORP-UNSPON ADR		
YAHOO JAPAN CORP-UNSPON ADR	355	283
YARA INTERNATIONAL-ADR	1,710	1,807
YUE YUEN INDUSTRIAL-UNSP ADR	919	1,028
ZURICH INSURANCE GROUP-ADR	2,075	4,108
3D SYSTEMS CORP	4,029	1,608
3M CO	11,551	14,286
ABBVIE INC	1,832	3,569
ABERCROMBIE & FITCH CO-CL A	3,578	996
ABIOMED INC	1,616	1,916
ACUITY BRANDS INC	4,795	6,002
ACXIOM CORP	1,887	2,439
ADOBE SYSTEMS INC	1,358	4,427

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADT CORP/THE		
ADVANCE AUTO PARTS INC		
ADVANCED MICRO DEVICES	1,517	4,740
ADVANSIX INC	12	22
AECOM	3,808	4,181
AFFILIATED MANAGERS GROUP	3,583	3,487
AGCO CORP	3,415	3,529
AGL RESOURCES INC		
ALASKA AIR GROUP INC	6,339	11,890
ALBEMARLE CORP	3,981	4,820
ALEXANDER & BALDWIN INC		
ALIGN TECHNOLOGY INC	1,932	3,365
ALLEGION PLC	1,849	2,816
ALLERGAN PLC	7,162	4,620
ALPHABET INC/CA-CL C	9,917	21,611
ALTRIA GROUP INC	3,117	3,178
AMAZON.COM INC	4,372	14,997
AMC NETWORKS INC-A	2,456	1,832
AMERICAN CAMPUS COMMUNITIES	1,885	2,986
AMERICAN EXPRESS CO	3,625	5,482
AMERICAN FINANCIAL GROUP INC	2,219	2,996
AMETEK INC		
AMGEN INC	2,620	5,556
ANADARKO PETROLEUM CORP	2,105	2,301
ANSYS INC	4,246	5,272
AON PLC	7,598	8,365
APPLE INC	18,155	24,438
APPLIED MATERIALS INC	1,367	4,098
ARRIS INTERNATIONAL PLC	2,528	2,471
ARROW ELECTRONICS INC	5,166	6,132

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ARTHUR J GALLAGHER & CO	2,745	3,897
ASHLAND GLOBAL HLDGS INC	4,616	4,699
AT&T INC	5,546	6,294
ATMEL CORP		
AVNET INC	4,777	5,237
AVON PRODUCTS INC	3,564	2,712
B/E AEROSPACE INC		
B/E AEROSPACE INC	6,229	6,019
BABCOCK & WILCOX ENTERPRISES		
BANK OF AMERICA CORP	4,329	12,730
BANK OF HAWAII CORP	4,519	7,539
BANK OF THE OZARKS	3,412	11,149
BEMIS COMPANY	2,655	2,630
BERKSHIRE HATHAWAY INC-CL B	5,669	11,409
BIOGEN INC	1,870	3,970
BIOMED REALTY TRUST INC		
BLACK HILLS CORP	2,136	2,944
BLACKROCK INC	1,903	4,566
BOEING CO/THE	2,648	5,916
BOSTON BEER COMPANY INC-A	1,413	1,019
BRINKER INTERNATIONAL INC	3,624	3,566
BRISTOL-MYERS SQUIBB CO	2,025	1,870
BROADRIDGE FINANCIAL SOLUTIO	4,347	7,028
BRUNSWICK CORP	3,639	4,800
BUNGE LTD	1,124	1,373
CABOT CORP	3,308	2,830
CADENCE DESIGN SYS INC	3,940	5,750
CALIFORNIA RESOURCES CORP	2,282	766
CARE CAPITAL PROPERTIES INC	2,495	2,575
CARLISLE COS INC	3,283	5,294

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CARTER'S INC	4,120	5,097
CBOE HOLDINGS INC	2,212	2,586
CDK GLOBAL INC	3,960	4,835
CELGENE CORP	1,690	6,019
CENTENE CORP	5,338	4,012
CHARLES RIVER LABORATORIES	2,078	2,210
CHEESECAKE FACTORY INC/THE	4,188	5,329
CHEVRON CORP		5,297
CHIMERA INVESTMENT CORP	1,493	1,804
CHURCH & DWIGHT CO INC	5,207	6,629
CINEMARK HOLDINGS INC	4,605	5,255
CINTAS CORP	3,697	10,169
CIRRUS LOGIC INC	1,720	1,696
CISCO SYSTEMS INC	6,515	10,728
CITIGROUP INC	4,399	9,449
CMS ENERGY CORP	1,387	2,456
COCA-COLA CO/THE	3,693	3,400
COGNEX CORP	2,305	3,054
COGNIZANT TECH SOLUTIONS-A	2,209	2,017
COLFAX CORP		
COLUMBUS MCKINNON CORP/NY		
COMCAST CORP-CLASS A	4,534	10,634
COMMUNITY HEALTH SYSTEMS INC	3,167	470
COMPASS MINERALS INTERNATION	3,184	2,977
COMPUTER SCIENCES CORP	2,593	5,585
COMSCORE INC	1,778	1,737
CONOCOPHILLIPS	3,349	3,109
CONSOL ENERGY INC	1,484	1,878
COOPER COS INC/THE	3,802	4,898
COPART INC	1,630	1,718

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORELOGIC INC	2,624	2,431
CORPORATE OFFICE PROPERTIES	4,162	4,621
COSTCO WHOLESALE CORP	2,530	5,604
CRACKER BARREL OLD COUNTRY	1,702	1,670
CREE INC		
CREE INC	4,566	2,270
CROWN CASTLE INTL CORP	1,165	1,822
CULLEN/FROST BANKERS INC	1,391	2,206
CVS HEALTH CORP	2,737	6,550
CYPRESS SEMICONDUCTOR CORP	1,714	1,762
CYRUSONE INC	1,718	1,521
DEAN FOODS CO	1,454	1,895
DELL TECHNOLOGIES INC-CL V	910	1,044
DENBURY RESOURCES INC	4,210	2,087
DENTSPLY INTERNATIONAL INC		
DENTSPLY SIRONA INC	4,746	6,466
DICK'S SPORTING GOODS INC		
DICK'S SPORTING GOODS INC	3,343	3,983
DISH NETWORK CORP-A	3,517	2,897
DOMINION RESOURCES INC/VA	4,386	6,740
DOMINO'S PIZZA INC	3,592	7,962
DONALDSON CO INC	3,967	4,671
DONNELLEY FINANCIAL SOLUTION	823	712
DOUGLAS EMMETT INC	2,652	4,204
DOW CHEMICAL CO/THE	1,974	2,403
DRIL-QUIP INC	4,374	2,462
DU PONT (E.I.) DE NEMOURS	2,002	2,496
DUKE REALTY CORP	5,215	7,702
DUNKIN' BRANDS GROUP INC	1,932	1,835
EAGLE MATERIALS INC	3,588	3,744

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EAST WEST BANCORP INC	4,376	6,303
EASTGROUP PROPERTIES INC		
EATON VANCE CORP	3,950	4,314
ECOLAB INC	3,193	5,744
EDGEWELL PERSONAL CARE	4,845	2,920
EDUCATION REALTY TRUST INC	1,571	2,538
ELI LILLY & CO	1,166	2,059
EMC CORP/MA		
EMERSON ELECTRIC CO	5,696	5,464
ENDO INTERNATIONAL PLC	4,064	972
ENDURANCE SPECIALTY HOLDINGS	1,754	1,756
ENERGEN CORP	6,019	6,228
ENERGIZER HOLDINGS INC		
ENERGIZER SPINCO INC- W/I		
ENVISION HEALTHCARE CORP	1,836	1,646
EOG RESOURCES INC	1,780	3,842
EQUINIX INC	5,858	10,007
EVERSOURCE ENERGY	1,269	1,878
EW SCRIPPS CO/THE-A	1,456	2,822
EXXON MOBIL CORP	20,007	22,204
FACEBOOK INC-A	6,200	9,779
FACTSET RESEARCH SYSTEMS INC	4,103	5,720
FEI COMPANY		
FIRST NIAGARA FINANCIAL GRP		
FIRSTMERIT CORP		
FISERV INC	2,022	2,763
FLOWERS FOODS INC	4,007	3,794
FNF GROUP	4,638	5,739
FNFV GROUP	666	767
FOOT LOCKER INC	4,592	6,522

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FORD MOTOR CO	2,471	2,814
FORTINET INC	3,068	2,259
FORTIS INC	1,278	1,235
FORTUNE BRANDS HOME & SECURI	4,847	6,522
FRANKLIN ELECTRIC CO INC	3,079	4,007
GARTNER INC	4,021	5,862
GATX CORP	4,285	4,680
GENERAL ELECTRIC CO	7,107	14,252
GENESEE & WYOMING INC-CL A	4,504	2,985
GENUINE PARTS CO	1,353	2,102
GILEAD SCIENCES INC	7,217	6,445
GLACIER BANCORP INC	3,025	5,036
GLOBAL PAYMENTS INC	2,433	3,748
GOLDMAN SACHS GROUP INC	12,596	16,283
GRAND CANYON EDUCATION INC	1,812	4,501
GREAT PLAINS ENERGY INC	2,189	2,434
GREIF INC-CL A	3,183	4,977
GULFPORT ENERGY CORP	4,252	1,991
HAIN CELESTIAL GROUP INC	3,486	3,122
HALLIBURTON CO	1,897	3,678
HALYARD HEALTH INC	1,436	1,701
HANESBRANDS INC	4,370	4,724
HAWAIIAN ELECTRIC INDS	5,684	7,375
HCA HOLDINGS INC	1,884	1,925
HENRY SCHEIN INC	4,152	6,220
HEWLETT PACKARD ENTERPRISE CO	1,362	2,939
HIGHWOODS PROPERTIES INC	4,361	5,713
HOLLYFRONTIER CORP	6,267	4,128
HOLOGIC INC	4,703	7,422
HOME DEPOT INC	3,666	9,386

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INTERNATIONAL INC	2,278	4,750
HOSPITALITY PROPERTIES TRUST	4,274	4,602
HP INC	1,228	1,885
HUMANA INC	1,188	3,060
HUNT (JB) TRANSPRT SVCS INC	4,017	4,659
HUNTINGTON BANCSHARES INC	3,510	4,839
HUNTINGTON INGALLS INDUSTRIE	4,354	6,631
IDEXX LABORATORIES INC	2,201	3,987
INGEVITY CORP - W/I	489	823
INGRAM MICRO INC-CL A		
INGREDION INC	4,944	8,122
INOVALON HOLDINGS INC - A	1,433	680
INTEL CORP	6,970	10,954
INTERNATIONAL GAME TECHNOLOG	856	1,097
INTERSIL CORP-A	1,714	1,717
INTL BUSINESS MACHINES CORP	7,738	8,797
INTL SPEEDWAY CORP-CL A	3,127	3,312
INTUIT INC	1,367	2,751
ITC HOLDINGS CORP		
ITT CORP		
ITT INC	4,776	3,896
J ALEXANDER'S HOLDINGS INC	111	97
J.C. PENNEY CO INC	1,451	1,338
J2 GLOBAL INC	2,036	2,372
JABIL CIRCUIT INC	3,122	3,479
JACK HENRY & ASSOCIATES INC	3,851	8,878
JARDEN CORP		
JETBLUE AIRWAYS CORP	4,197	4,036
JOHNSON & JOHNSON	6,952	12,443
JONES LANG LASALLE INC	3,839	3,435

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JPMORGAN CHASE & CO	9,626	19,847
KATE SPADE & CO	3,667	1,755
KEMPER CORP	2,092	2,082
KENNAMETAL INC	5,762	4,408
KEYCORP	2,387	3,727
KEYSIGHT TECHNOLOGIES IN	2,755	3,950
KILROY REALTY CORP	3,615	4,686
KIMBERLY-CLARK CORP	1,167	1,712
KIRBY CORP	4,841	2,793
L BRANDS INC	1,239	1,909
LABORATORY CRP OF AMER HLDGS	813	770
LAMAR ADVERTISING CO-A	3,882	5,110
LASALLE HOTEL PROPERTIES	5,976	4,692
LEAR CORP	2,009	6,486
LENNOX INTERNATIONAL INC	3,133	3,829
LEVEL 3 COMMUNICATIONS INC	4,281	5,185
LIBERTY GLOBAL PLC-SERIES C	617	356
LIBERTY PROPERTY TRUST	4,727	5,175
LILAC GROUP - CL C		21
LINCOLN ELECTRIC HOLDINGS	3,891	4,294
LIVE NATION ENTERTAINMENT IN	2,369	2,261
LKQ CORP	3,984	4,689
LOWE'S COS INC	3,446	5,832
LSC COMMUNICATIONS INC	1,071	920
MACK-CALI REALTY CORP		
MANHATTAN ASSOCIATES INC	2,200	2,174
MANPOWERGROUP INC		
MANPOWERGROUP INC	4,123	4,355
MARTIN MARIETTA MATERIALS	3,258	7,532
MASTERCARD INC-CLASS A	2,074	5,163

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MDC HOLDINGS INC	3,669	3,336
MDU RESOURCES GROUP INC	7,232	7,365
MEDNAX INC	3,868	4,400
MEDTRONIC PLC	3,803	3,633
MENTOR GRAPHICS CORP	1,726	1,734
MERCK & CO. INC.	4,919	7,535
MERCURY GENERAL CORP	1,728	1,746
METTLER-TOLEDO INTERNATIONAL	4,492	7,534
MICROCHIP TECHNOLOGY INC	301	385
MICROSOFT CORP	8,824	18,518
MID-AMERICA APARTMENT COMM	1,885	2,056
MONSANTO CO	2,756	4,314
MORGAN STANLEY	1,570	4,859
MSCI INC	4,092	7,169
MURPHY USA INC	2,236	2,889
MYLAN NV	3,294	2,175
NABORS INDUSTRIES LTD	4,755	7,085
NATIONAL FUEL GAS CO	4,997	3,682
NATIONAL INSTRUMENTS CORP	2,115	2,188
NATIONAL RETAIL PROPERTIES	2,554	2,564
NCR CORPORATION	3,630	4,502
NETFLIX INC	1,460	1,981
NEW YORK COMMUNITY BANCORP	5,406	5,441
NEWELL BRANDS, INC.,	4,343	4,376
NEWS CORP - CLASS B	427	437
NEXTERA ENERGY INC	3,027	6,451
NIKE INC -CL B	1,669	1,423
NORDSON CORP	4,237	5,939
NOW INC		
OCCIDENTAL PETROLEUM CORP	2,784	2,564

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OCEANEERING INTL INC	6,231	2,285
OFFICE DEPOT INC	1,516	1,162
OGE ENERGY CORP	3,135	3,613
OIL STATES INTERNATIONAL INC	3,711	2,301
OLD DOMINION FREIGHT LINE	2,643	3,603
ONE GAS INC	4,804	6,460
ORACLE CORP	5,296	7,382
ORBITAL ATK INC	3,227	2,106
OSHKOSH CORP	3,690	4,329
PACKAGING CORP OF AMERICA	5,188	6,192
PACWEST BANCORP		
PANERA BREAD COMPANY-CLASS A	4,057	5,537
PEOPLE'S UNITED FINANCIAL	1,422	2,226
PEPSICO INC	4,425	7,219
PFIZER INC	5,588	8,217
PHILIP MORRIS INTERNATIONAL	6,423	9,515
PINNACLE WEST CAPITAL	1,377	2,107
PIONEER NATURAL RESOURCES CO	1,314	2,521
PLUM CREEK TIMBER CO		
PNM RESOURCES INC	5,330	6,311
POLARIS INDUSTRIES INC	5,298	3,378
POST HOLDINGS INC	2,541	2,974
POTLATCH CORP	3,925	4,040
PRICELINE GROUP INC/THE	1,916	4,398
PRIMERICA INC	7,006	10,165
PROCTER & GAMBLE CO/THE	5,137	6,895
PRUDENTIAL FINANCIAL INC	1,720	3,746
PTC INC	3,055	3,424
QEP RESOURCES INC	1,476	1,602
QORVO INC	1,762	1,740

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QUALCOMM INC	5,224	6,455
QUORUM HEALTH CORP	651	153
RACKSPACE HOSTING INC		
RAYMOND JAMES FINANCIAL INC	3,799	5,195
RAYONIER INC	3,180	2,527
RELIANCE STEEL & ALUMINUM	4,490	4,852
RESMED INC	4,420	5,336
REYNOLDS AMERICAN INC	564	785
RMR GROUP INC/THE - A -W/I	54	119
ROSS STORES INC	1,353	2,755
ROWAN COMPANIES PLC-A	1,784	1,643
ROYAL GOLD INC	1,995	2,661
RPM INTERNATIONAL INC	4,744	5,544
RR DONNELLEY & SONS CO - W/I	2,117	1,355
SALESFORCE.COM INC		
SALESFORCE.COM INC	1,360	2,738
SCHLUMBERGER LTD	3,158	3,526
SEI INVESTMENTS COMPANY	3,097	4,097
SEMPRA ENERGY	1,198	1,812
SENIOR HOUSING PROP TRUST	4,386	5,149
SENSIENT TECHNOLOGIES CORP	3,758	5,422
SERVICE CORP INTERNATIONAL	3,933	5,538
SIGNET JEWELERS LTD	3,407	2,922
SIRONA DENTAL SYSTEMS INC		
SKECHERS USA INC-CL A	2,551	1,942
SKYWORKS SOLUTIONS INC	1,800	2,837
SL GREEN REALTY CORP	3,497	3,979
SM ENERGY CO	3,902	1,655
SMITH (A.O.) CORP	3,163	4,356
SNYDERS-LANCE INC	1,722	1,725

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPROUTS FARMERS MARKET INC	2,392	1,835
SPX CORP	2,255	4,625
SPX FLOW INC - W/I	2,138	1,667
STANLEY BLACK & DECKER INC	1,293	2,294
STEEL DYNAMICS INC	3,768	7,543
STRYKER CORP	4,175	7,788
SUNEDISON INC	3,917	11
SUPERIOR ENERGY SERVICES INC	2,303	1,536
SVB FINANCIAL GROUP	3,743	5,493
SYMANTEC CORP		
SYNOPSYS INC	3,812	4,709
SYNOVUS FINANCIAL CORP	4,709	6,244
T ROWE PRICE GROUP INC		
TAUBMAN CENTERS INC	2,961	3,179
TELEPHONE AND DATA SYSTEMS		
TEMPUR SEALY INTERNATIONAL I	3,735	4,643
TERADYNE INC	3,798	4,877
TEREX CORP	3,854	3,090
TEXAS INSTRUMENTS INC	2,050	5,254
THE KRAFT HEINZ CO		
THERMO FISHER SCIENTIFIC INC	2,178	5,785
TIFFANY & CO	2,000	2,400
TIMKEN CO	5,359	5,042
TIMKENSTEEL CORP-W/I		
TOLL BROTHERS INC	3,766	3,317
TOOTSIE ROLL INDS	2,019	2,504
TORONTO-DOMINION BANK		
TOWERS WATSON & CO-CL A		
TRAVELERS COS INC/THE	7,013	13,466
TREEHOUSE FOODS INC	2,601	2,238

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TRIMBLE INCORPORATED	5,072	4,281
TRIMBLE NAVIGATION LTD		
TRINITY INDUSTRIES INC	5,857	5,385
TRIUMPH GROUP INC		
TRUSTMARK CORP	2,104	2,995
TUPPERWARE BRANDS CORP	3,803	2,368
TWENTY-FIRST CENTURY FOX - B	3,282	4,088
TYLER TECHNOLOGIES INC	1,643	1,428
UDR INC	3,306	3,612
UGI CORP		
ULTIMATE SOFTWARE GROUP INC	1,817	2,006
UMPQUA HOLDINGS CORP	4,185	4,413
UNITED NATURAL FOODS INC	3,431	2,959
UNITED RENTALS INC		
UNITED STATES STEEL CORP	1,654	2,608
UNITED TECHNOLOGIES CORP	5,851	7,893
UNITED THERAPEUTICS CORP	2,377	6,024
UNITEDHEALTH GROUP INC	8,511	13,923
UNIVERSAL HEALTH SERVICES-B	3,910	4,255
VALSPAR CORP/THE	3,541	5,699
VARIAN MEDICAL SYSTEMS INC		
VECTREN CORP	7,224	9,074
VERIFONE SYSTEMS INC	3,597	2,092
VERIZON COMMUNICATIONS INC	6,769	9,448
VISA INC-CLASS A SHARES	2,691	9,050
VISTA OUTDOOR INC	1,322	1,771
VORNADO REALTY TRUST		
WABTEC CORP	3,310	6,476
WADDELL & REED FINANCIAL-A	3,836	1,190
WALGREENS BOOTS ALLIANCE INC	1,464	3,890

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WAL-MART STORES INC	8,351	7,949
WALT DISNEY CO/THE	2,350	5,315
WASHINGTON REIT	3,579	4,904
WASTE CONNECTIONS INC	3,453	4,087
WELLCARE HEALTH PLANS INC	2,122	3,290
WELLS FARGO & CO	5,232	9,203
WESTAR ENERGY INC	2,174	2,254
WESTERN REFINING INC	1,714	1,665
WESTROCK COMPANY	4,331	4,671
WEYERHAEUSER CO	2,355	3,250
WGL HOLDINGS INC	5,421	9,688
WHITEWAVE FOODS CO	3,943	5,949
WILLIAMS-SONOMA INC	3,939	2,661
WILLIS TOWERS WATSON PLC	1,796	4,647
WISDOMTREE INVESTMENTS INC	4,068	2,529
WOODWARD INC	3,265	4,074
WORLD FUEL SERVICES CORP	2,950	2,801
WPX ENERGY INC	1,829	1,792
WR BERKLEY CORP	8,334	13,502
WYNDHAM WORLDWIDE CORP	1,165	1,757
XILINX INC	1,313	2,415
YUM CHINA HOLDINGS INC	465	627
YUM BRANDS INC	1,078	1,520
ZEBRA TECHNOLOGIES CORP-CL A	3,316	2,573

TY 2016 Other Professional Fees Schedule**Name:** FREE FAMILY FOUNDATION CORP**EIN:** 59-3611945

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES - JPM	7,818	7,818		
INVESTMENT FEES - CLEARWELL GROU	38,689	38,689		

TY 2016 Taxes Schedule**Name:** FREE FAMILY FOUNDATION CORP**EIN:** 59-3611945

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES	61			61
FOREIGN TAXES - JPM	2,070	2,070		

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016

Name of the organization FREE FAMILY FOUNDATION CORP	Employer identification number 59-3611945
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization FREE FAMILY FOUNDATION CORP	Employer identification number 59-3611945
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HARRY J CAROLE J FREE	\$ 1,619,272	Person ☐
	610 W DELEON ST		Payroll ☐
	TAMPA, FL 336062720		Noncash ☒
			(Complete Part II for noncash contributions)
2	DOUGLAS TABITHA FREE	\$ 127,731	Person ☐
	610 W DE LEON ST		Payroll ☐
	TAMPA, FL 336062720		Noncash ☒
			(Complete Part II for noncash contributions)
3	DIANE E CHARLES G HANLON	\$ 127,050	Person ☐
	610 W DE LEON ST		Payroll ☐
	TAMPA, FL 336062720		Noncash ☒
			(Complete Part II for noncash contributions)
4	THOMAS E FREE	\$ 126,565	Person ☐
	610 W DE LEON ST		Payroll ☐
	TAMPA, FL 336062720		Noncash ☒
			(Complete Part II for noncash contributions)
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)

Name of organization FREE FAMILY FOUNDATION CORP	Employer identification number 59-3611945
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURITIES	\$ 1,619,272	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PUBLICLY TRADED STOCKS	\$ 127,731	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	PUBLICLY TRADED SECURITIES	\$ 127,050	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	PUBLICLY TRADED SECURITIES	\$ 126,565	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization FREE FAMILY FOUNDATION CORP	Employer identification number 59-3611945
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	