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Form **990-PF****Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2016**Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

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

Name of foundation <b>TWILIGHT &amp; MARC FREEDMAN FOUNDATION</b>			<b>A Employer identification number</b>  76-0683871	
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1501, NJ2-130-03-31</b>			<b>B Telephone number (see instructions)</b>  609-274-6834	
City or town, state or province, country, and ZIP or foreign postal code <b>PENNINGTON NJ 08534-1501</b>				
Foreign country name Foreign province/state/county Foreign postal code				
<b>G Check all that apply</b> <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			<b>C If exemption application is pending, check here</b> <input type="checkbox"/>  <b>D 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/> <b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>  <b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>	
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$</b> 2,188,976			<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	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				
	4 Dividends and interest from securities	40,163	40,163		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	344,433			
	b Gross sales price for all assets on line 6a	824,801			
	7 Capital gain net income (from Part IV, line 2)		344,433		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 <b>Total.</b> Add lines 1 through 11	384,596	384,596	0		
<b>Operating and Administrative Expenses</b>	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)				
	c Other professional fees (attach schedule)	21,199	12,720		8,479
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,616	267		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	18	18		
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	29,833	13,005	0	8,479
	25 Contributions, gifts, grants paid	280,000			280,000
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	309,833	13,005	0	288,479	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	74,763				
b Net investment income (if negative, enter -0-)		371,591			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		468	392	392
	2	Savings and temporary cash investments		82,469	60,974	60,974
	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)		1,556,883	1,653,573	2,127,610
	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	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)		1,639,820	1,714,939	2,188,976	
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	<b>Total liabilities</b> (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,639,820	1,714,939	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)		1,639,820	1,714,939		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		1,639,820	1,714,939		

## 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	1,639,820
2	Enter amount from Part I, line 27a	2	74,763
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	356
4	Add lines 1, 2, and 3	4	1,714,939
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	1,714,939

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Page **3****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.)
<b>1a</b>	See Attached Statement			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b>	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 }	<b>2</b>	344,433
<b>3</b>	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 }	<b>3</b>	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	252,613	2,135,901	0.118270
2014	294,800	2,097,074	0.140577
2013	250,341	1,774,836	0.141050
2012	200,705	1,514,914	0.132486
2011	197,874	1,650,228	0.119907

<b>2</b>	Total of line 1, column (d)	<b>2</b>	0.652290
<b>3</b>	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	<b>3</b>	0.130458
<b>4</b>	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	2,046,263
<b>5</b>	Multiply line 4 by line 3	<b>5</b>	266,951
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	3,716
<b>7</b>	Add lines 5 and 6	<b>7</b>	270,667
<b>8</b>	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	<b>8</b>	288,479

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

<b>1a</b>	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>b</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	<b>1</b>	3,716
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	3,716
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	3,716
<b>6</b>	Credits/Payments:		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	5,990
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	5,990
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	2,274
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	<b>11</b>	2,274

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
<b>b</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	
<b>9</b> 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
<b>10</b> 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)**

	Yes	No
<b>11</b> 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)		X
<b>12</b> 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)		X
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
<b>14</b> The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A. Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501		
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
<b>16</b> 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 ▶		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
<b>1a</b> 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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>b</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"/>	1b	N/A
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
<b>2</b> 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))		
<b>a</b> 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>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
<b>c</b> 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____		
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

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

5b

N/A

6b

X

7b

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	NONE	
2		
3		
4		

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments. See instructions		
3	NONE	
Total. Add lines 1 through 3		▶ 0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,026,336
<b>b</b>	Average of monthly cash balances	<b>1b</b>	51,088
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,077,424
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,077,424
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	<b>4</b>	31,161
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,046,263
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	102,313

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	102,313
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5	<b>2a</b>	3,716
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,716
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	98,597
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	98,597
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	98,597

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	288,479
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	288,479
<b>5</b>	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)	<b>5</b>	3,716
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	284,763

**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.

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

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				98,597
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011	120,388			
<b>b</b> From 2012	130,931			
<b>c</b> From 2013	169,337			
<b>d</b> From 2014	197,526			
<b>e</b> From 2015	151,808			
<b>f</b> Total of lines 3a through e	769,990			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 $\blacktriangleright$ \$ 288,479				
<b>a</b> Applied to 2015, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2016 distributable amount				98,597
<b>e</b> Remaining amount distributed out of corpus	189,882			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	959,872			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b			0	
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	120,388			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	839,484			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012	130,931			
<b>b</b> Excess from 2013	169,337			
<b>c</b> Excess from 2014	197,526			
<b>d</b> Excess from 2015	151,808			
<b>e</b> Excess from 2016	189,882			

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

**N/A**

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

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

**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) )

MARC FREEDMAN

TWILIGHT FREEDMAN

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient 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
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>3a</b>	280,000
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>3b</b>	0

## Part XVI-A

Enter gross amounts unless otherwise indicated

<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e)	<b>13</b>	384,596
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(See worksheet in line 13 instructions to verify calculations )







## Part XVI-E

Line No.

	Not Applicable
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**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	Yes	No
		
<b>1a(1)</b>		X
<b>1a(2)</b>		X
		
<b>1b(1)</b>		X
<b>1b(2)</b>		X
<b>1b(3)</b>		X
<b>1b(4)</b>		X
<b>1b(5)</b>		X
<b>1b(6)</b>		X
<b>1c</b>		X


[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

[illegible]

**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 and correct. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

  
Signature of officer or trustee

4-25-17  
Date

► PRESIDENT  
Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

LAWRENCE F MCGUIRE

Preparer's signature

Date

4/18/2017

Check ☒ if self-employed

PTIN	P01233953
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Firm's name ► PRICEWATERHOUSECOOPERS, LLP

Firm's EIN ▶	13-4008324
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Firm's address ► 600 GRANT STREET, PITTSBURGH PA, 15219

Phone no	412-355-6000
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TWILIGHT &amp; MARC FREEDMAN FOUNDATION

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

Recipient(s) paid during the year

**Name**

SHRINER'S HOSPITAL FOR CHILDREN

**Street**

2900 N ROCKY POINT DR

**City**

ROCKY POINT

**State**

FL

**Zip Code**

33607-1435

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

14,000

**Name**

HADASSAH THE WOMENS ZIONIST ORGANIZATION OF AMERICA

**Street**

1515 ADAMS WALK CT

**City**

HOUSTON

**State**

TX

**Zip Code**

77077-1579

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

10,000

**Name**

HABITAT FOR HUMANITY INTERNATIONAL INC

**Street**

322 W LAMAR ST

**City**

AMERICUS

**State**

GA

**Zip Code**

31709

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

3,500

**Name**

ST JUDE CHILDREN'S RESEARCH HOSPITAL

**Street**

262 DANNY THOMAS PLACE MS512

**City**

MEMPHIS

**State**

TN

**Zip Code**

38105

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

5,000

**Name**

RONALD MCDONALD HOUSE

**Street**

1907 HOLCOMBE BLVD

**City**

HOUSTON

**State**

TX

**Zip Code**

77030-4123

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

11,000

**Name**

HOPE STONE, INC

**Street**

2726 BISSONNET STE 240513

**City**

HOUSTON

**State**

TX

**Zip Code**

77005-1319

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

500

TWILIGHT &amp; MARC FREEDMAN FOUNDATION

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

Recipient(s) paid during the year

Name

THE HOUSTON FOOD BANK

Street

535 PORTWALL STREET

City

HOUSTON

State

TX

Zip Code

77029-1332

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

ALZHEIMERS DISEASE AND RELATED DISORDER ASSOCIATION INC

Street

225 N MICHIGAN AVE STE 1700

City

CHICAGO

State

IL

Zip Code

60601-7652

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,500

Name

HAND IN HAND

Street

7832 SW CAPITOL HWY STE C

City

PORTLAND

State

OR

Zip Code

97219-2572

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

LATIN AMERICAN YOUTH CENTER, INC

Street

1419 COLUMBIA RD NW

City

WASHINGTON

State

DC

Zip Code

20009-4705

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

INSTITUTE FOR HUMAN UNDERSTANDING INC

Street

636 N VIEW DR

City

ROCHESTER

State

VT

Zip Code

05767

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,500

Name

JDRF INTERNATIONAL

Street

26 BROADWAY FL 14

City

NEW YORK

State

NY

Zip Code

10004-1703

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500



TWILIGHT &amp; MARC FREEDMAN FOUNDATION

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

Recipient(s) paid during the year

**Name**

BRIARWOOD-BROOKWOOD, INC

**Street**

1752 FM 1489

**City**

BROOKSHIRE

**State**

TX

**Zip Code**

77423

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

500

**Name**

AUTISM SPEAKS INC

**Street**

1060 STATE RD STE 2

**City**

PRINCETON

**State**

NJ

**Zip Code**

08540-1446

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

500

**Name**

HOUSTON CENTER FOR LITERACY

**Street**

2401 PORTSMOUTH STREET #230

**City**

HOUSTON

**State**

TX

**Zip Code**

77098

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

1,000

**Name**

AMERICAN NATIONAL RED CROSS

**Street**

431 18TH ST NW

**City**

WASHINGTON

**State**

DC

**Zip Code**

20006-0000

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

30,000

**Name**

UNIVERSITY OF TEXAS FOUNDATION

**Street**

PO BOX 250

**City**

AUSTIN

**State**

TX

**Zip Code**

78767-0250

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

110,000

**Name**

UNITED WAY OF GREATER HOUSTON

**Street**

50 WAUGH DR

**City**

HOUSTON

**State**

TX

**Zip Code**

77007

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

55,000

TWILIGHT &amp; MARC FREEDMAN FOUNDATION

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

Recipient(s) paid during the year

Name

COOPERATIVE FOR EDUCATION

Street

2300 MONTANA AVE STE 301

City

CINCINNATI

State

OH

Zip Code

45211-3890

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

UNITED STATES FUND FOR UNICEF

Street

125 MAIDEN LANE 10TH FLOOR

City

NEW YORK

State

NY

Zip Code

10038-4713

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

11,000

Name

AMERICAN NATIONAL RED CROSS

Street

431 18TH ST NW

City

WASHINGTON

State

DC

Zip Code

20006-5310

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

9,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

4/18/2017 3 39 40 PM - XXXX0955 - ADP - PGC - TWILIGHT MARC FREEDMAN FOUNDATION

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

Amount		Capital Gains/Losses		Gross Sales		Cost or Other Basis		Expenses		Net Gain or Loss				
Long Term CG Distributions		Other sales		624,801		480,388		344,433		0				
Short Term CG Distributions														
0														
Description	CUSIP #	Check "X" if to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1 EASTMAN CHEMICAL CO CO	277432100	X				6/16/2016	10/19/2016	659	705				0	-46
2 FACEBOOK INC	30304M102	X				5/29/2014	6/10/2016	19,169	10,511				0	8,658
3 EASTMAN CHEMICAL CO CO	277432100	X				6/15/2016	10/19/2016	2,702	2,954				0	-252
4 EASTMAN CHEMICAL CO CO	277432100	X				6/14/2016	10/19/2016	2,702	2,932				0	-230
5 EASTMAN CHEMICAL CO CO	277432100	X				6/13/2016	10/19/2016	2,702	3,000				0	-298
6 MCKESSON CORPORATION	58155Q103	X				12/22/2009	1/28/2016	23,257	9,172				0	14,085
7 EXXON MOBIL CORP COM	30231G102	X				12/22/2009	12/13/2016	1,281	1,067				0	214
8 MCKESSON CORPORATION	58155Q103	X				3/13/2012	1/29/2016	181	87				0	74
9 MCKESSON CORPORATION	58155Q103	X				3/12/2012	1/29/2016	6,429	3,480				0	2,969
10 MICROSOFT CORP	594918104	X				11/10/2009	10/27/2016	3,275	1,571				0	1,704
11 MICROSOFT CORP	594918104	X				11/18/2009	12/13/2016	2,526	1,192				0	1,334
12 MICROSOFT CORP	594918104	X				11/10/2009	12/13/2016	568	262				0	306
13 MICRON TECHNOLOGY INC	595112103	X				9/23/2014	2/22/2016	3,095	8,734				0	-5,639
14 MICRON TECHNOLOGY INC	595112103	X				8/27/2014	2/22/2016	3,372	9,978				0	-6,606
15 CITIGROUP INC COM NEW	172967424	X				6/12/2012	12/13/2016	1,424	657				0	767
16 COGNIZANT TECH SOLUTNS	192448102	X				4/8/2015	10/27/2016	987	815				0	-148
17 COGNIZANT TECH SOLUTNS	192448102	X				4/8/2015	12/13/2016	732	815				0	-83
18 COMCAST CORP NEW CL A	20030N101	X				9/24/2012	7/13/2016	10,645	5,800				0	4,845
19 COMCAST CORP NEW CL A	20030N101	X				9/24/2012	12/13/2016	2,854	1,496				0	1,358
20 DELTA AIR LINES INC	247361702	X				2/22/2016	12/13/2016	1,359	1,310				0	49
21 DOW CHEMICAL CO	260543103	X				10/22/2013	6/10/2016	8,208	7,154				0	2,054
22 DOW CHEMICAL CO	260543103	X				10/21/2013	12/13/2016	811	579				0	232
23 DR PEPPER SNAPPLE GROM	26138E109	X				9/15/2014	12/13/2016	1,284	874				0	390
24 EASTMAN CHEMICAL CO CO	277432100	X				6/10/2016	10/19/2016	2,702	2,973				0	-271
25 UNIVERSAL HEALTH SVCS B	913903100	X				1/15/2014	4/19/2016	2,767	1,885				0	882
26 VALERO ENERGY CORP NEW	919131100	X				11/28/2011	8/30/2016	7,072	2,480				0	4,592
27 VALERO ENERGY CORP NEW	919131100	X				11/14/2011	8/30/2016	1,281	515				0	766
28 VALERO ENERGY CORP NEW	919131100	X				11/28/2011	12/13/2016	1,142	332				0	810
29 VIACOM INC NEW CL B	92553E201	X				8/5/2015	2/18/2016	1,580	2,414				0	-734
30 VIACOM INC NEW CL B	92553E201	X				8/5/2015	2/19/2016	6,062	6,783				0	-721
31 WALGREENS BOOTS ALLIAN	931427108	X				8/8/2016	12/13/2016	2,688	2,500				0	188
32 WSTN DIGITAL CORP DEL	958102105	X				1/28/2014	7/7/2016	4,807	8,113				0	-3,306
33 WSTN DIGITAL CORP DEL	958102105	X				8/27/2014	7/8/2016	1,214	2,589				0	-1,355
34 WSTN DIGITAL CORP DEL	958102105	X				1/28/2014	7/8/2016	1,390	2,363				0	-1,003
35 WSTN DIGITAL CORP DEL	958102105	X				1/28/2014	7/8/2016	3,983	6,899				0	-2,678
36 WSTN DIGITAL CORP DEL	958102105	X				8/28/2014	7/11/2016	2,369	4,899				0	-2,530
37 WSTN DIGITAL CORP DEL	958102105	X				8/27/2014	7/11/2016	1,136	2,364				0	-1,229
38 FLEX LTD	Y2573F102	X				6/10/2016	10/27/2016	1,021	949				0	72
39 FLEX LTD	Y2573F102	X				6/10/2016	12/13/2016	713	616				0	97
40 CVS HEALTH CORP	126650100	X				7/11/2012	12/13/2016	714	422				0	292
41 CVS HEALTH CORP	126650100	X				7/10/2012	12/13/2016	397	236				0	161
42 CARNIVAL CORP PAIRED SH	143658300	X				2/27/2015	12/13/2016	1,670	1,413				0	257
43 CENTENE CORP	15135B101	X				8/10/2015	12/13/2016	916	1,181				0	-265
44 CISCO SYSTEMS INC COM	17275R102	X				8/8/2013	10/27/2016	641	552				0	89
45 CISCO SYSTEMS INC COM	17275R102	X				8/8/2013	12/13/2016	1,739	1,499				0	240
46 CITIGROUP INC COM NEW	172967424	X				6/12/2012	10/27/2016	860	465				0	395
47 MICRON TECHNOLOGY INC	595112103	X				8/7/2014	2/22/2016	5,358	14,641				0	-9,283
48 MICRON TECHNOLOGY INC	595112103	X				8/23/2014	2/23/2016	3,207	9,548				0	-6,341
49 MOLSON COOR BREW CO C	60871R209	X				12/3/2014	10/19/2016	1,642	1,109				0	533
50 MOLSON COOR BREW CO C	60871R209	X				6/3/2014	10/19/2016	8,241	3,745				0	2,496
51 MOLSON COOR BREW CO C	60871R209	X				9/22/2014	10/19/2016	13,905	8,327				0	5,578
52 MOLSON COOR BREW CO C	60871R209	X				5/30/2014	10/19/2016	13,467	8,044				0	5,423
53 OMNICOM GROUP COM	681919106	X				1/7/2016	12/13/2016	2,051	1,627				0	424
54 ORACLE CORP \$0 01 DEL	68389X105	X				8/5/2015	4/13/2016	11,717	11,403				0	314
55 ORACLE CORP \$0 01 DEL	68389X105	X				11/2/2012	4/13/2016	3,494	2,878				0	616
56 ORACLE CORP \$0 01 DEL	68389X105	X				11/1/2012	-4/13/2016	7,194	5,500				0	1,694
57 OWENS CORNING INC	690742101	X				1/20/2016	12/13/2016	717	548				0	169
58 PACKAGING CORP AMERICA	695156109	X				2/21/2013	10/27/2016	1,049	532				0	517
59 PACKAGING CORP AMERICA	695156109	X				2/21/2013	12/13/2016	861	409				0	452
60 PFIZER INC	717081103	X				1/28/2016	8/4/2016	4,493	3,659				0	604
61 PFIZER INC	717081103	X				1/28/2016	8/5/2016	2,261	1,936				0	325
62 PFIZER INC	717081103	X				1/28/2016	12/13/2016	2,034	1,875				0	159
63 THE PRICELINE GROUP INC	741503403	X				7/1/2014	3/31/2016	10,339	9,974				0	365
64 THE PRICELINE GROUP INC	741503403	X				4/17/2014	3/31/2016	12,924	12,140				0	784
65 THE PRICELINE GROUP INC	741503403	X				4/18/2014	3/31/2016	9,047	8,287				0	760
66 PUB SVC ENTERPRISE GRP	744573108	X				12/5/2014	2/22/2016	8,021	5,638				0	363
67 PUB SVC ENTERPRISE GRP	744573108	X				12/5/2014	2/23/2016	1,561	1,471				0	90
68 PUB SVC ENTERPRISE GRP	744573108	X				12/8/2014	12/13/2016	818	781				0	37
69 RAYTHEON CO DELAWARE N	755111507	X				6/10/2015	12/13/2016	2,302	1,624				0	678
70 CIGNA CORP	125509109	X				4/9/2015	7/5/2016	3,048	3,166				0	-118
71 CIGNA CORP	125509109	X				4/10/2015	7/6/2016	3,198	3,311				0	-113
72 CIGNA CORP	125509109	X				4/10/2015	7/7/2016	768	795				0	-27

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

Amount		Totals		Gross Sales		Cost or Other Basis, Expenses Depreciation and Adjustments		Net Gain or Loss				
Long Term CG Distributions	0	Capital Gains/Losses	Other sales	824,801	0	480,368	0	344,433	0			
Short Term CG Distributions	0											
Description	CUSIP #	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
73 CIGNA CORP	125509109	X		4/10/2015	12/13/2016	1,068	1,060					8
74 CVS HEALTH CORP	126501000	X		7/10/2012	10/27/2016	1,839	992					847
75 FACEBOOK INC	30303M102	X		12/3/2014	6/10/2016	1,286	826					460
76 FACEBOOK INC	30303M102	X		8/5/2015	12/13/2016	5,309	4,256					1,053
77 FACEBOOK INC	30303M102	X		5/29/2014	12/13/2016	14,832	7,883					6,949
78 FACEBOOK INC	30303M102	X		8/5/2015	12/13/2016	1,080	870					210
79 FEDEX CORP DELAWARE, CA	31428X106	X		6/10/2015	6/10/2016	6,438	7,312					-874
80 FEDEX CORP DELAWARE, CA	31428X106	X		6/11/2015	6/13/2016	181	185					-4
81 FEDEX CORP DELAWARE, CA	31428X106	X		6/10/2015	6/13/2016	6,279	7,130					-851
82 FEDEX CORP DELAWARE, CA	31428X106	X		8/11/2015	6/14/2016	6,388	7,388					-1,000
83 FEDEX CORP DELAWARE, CA	31428X106	X		6/11/2015	6/15/2016	6,421	7,388					-967
84 FEDEX CORP DELAWARE, CA	31428X106	X		6/11/2015	6/16/2016	2,243	2,586					-343
85 GILEAD SCIENCES INC COM	375558103	X		10/20/2015	10/27/2016	1,068	1,439					-371
86 GILEAD SCIENCES INC COM	375558103	X		10/20/2015	12/13/2016	1,877	2,570					-693
87 GOLDMAN SACHS GROUP INC	38141G104	X		9/25/2012	10/27/2016	1,424	928					496
88 GOLDMAN SACHS GROUP INC	38141G104	X		9/25/2012	12/13/2016	2,144	1,044					1,100
89 HOME DEPOT INC	437076102	X		8/9/2014	10/27/2016	1,108	807					301
90 CIGNA CORP	125509109	X		4/8/2015	2/22/2016	410	396					14
91 CIGNA CORP	125509109	X		4/8/2015	2/22/2016	6,688	6,428					260
92 HOME DEPOT INC	437076102	X		8/9/2014	12/13/2016	1,224	807					417
93 CIGNA CORP	125509109	X		4/9/2015	2/23/2016	4,124	3,958					166
94 HUMANA INC	444856102	X		8/5/2015	12/13/2016	1,825	1,484					341
95 CIGNA CORP	125509109	X		4/9/2015	7/1/2016	2,583	2,639					-56
96 INTEL CORP	45814Q100	X		10/27/2014	12/13/2016	1,186	1,061					125
97 CIGNA CORP	125509109	X		4/10/2015	7/5/2016	254	265					-11
98 MASTERCARD INC	57636Q104	X		12/12/2012	1/7/2016	1,104	582					522
99 MASTERCARD INC	57636Q104	X		12/17/2012	1/20/2016	2,519	1,460					1,059
100 MASTERCARD INC	57636Q104	X		12/13/2012	1/20/2016	5,542	3,202					2,340
101 MASTERCARD INC	57636Q104	X		12/18/2012	1/21/2016	6,103	3,459					2,644
102 MASTERCARD INC	57636Q104	X		12/17/2012	1/21/2016	4,296	2,453					1,843
103 WICKESON CORPORATION	58155Q103	X		3/12/2012	1/28/2016	319	173					146
104 MASTERCARD INC	57636Q104	X		12/13/2012	1/7/2016	7,725	4,075					3,650
105 ROSS STORES INC COM	778296103	X		6/27/2012	8/26/2016	444	222					222
106 ROSS STORES INC COM	778296103	X		12/2/2009	10/19/2016	11,603	2,053					9,550
107 ROSS STORES INC COM	778296103	X		12/2/2009	1/28/2016	5,488	1,144					4,344
108 ROSS STORES INC COM	778296103	X		12/2/2009	1/29/2016	1,526	314					1,212
109 ROSS STORES INC COM	778296103	X		12/2/2009	8/24/2016	2,233	393					1,840
110 ROSS STORES INC COM	778296103	X		6/27/2012	8/24/2016	1,021	507					514
111 ROSS STORES INC COM	778296103	X		6/27/2012	8/25/2016	1,962	982					980
112 ROSS STORES INC COM	778296103	X		12/2/2009	8/25/2016	4,304	783					3,521
113 ROSS STORES INC COM	778296103	X		12/2/2009	8/26/2016	888	157					731
114 ACTIVISION BLIZZARD INC	00507Y109	X		10/20/2015	10/27/2016	1,415	1,078					337
115 ACTIVISION BLIZZARD INC	00507Y109	X		10/20/2015	12/13/2016	1,697	1,517					180
116 AETNA INC NEW	00817Y108	X		9/18/2013	12/13/2016	2,825	1,470					1,355
117 ALPHABET INC SHS CL C	02079K107	X		6/27/2012	10/27/2016	1,590	570					1,020
118 UNITED CONTL HLDGS INC	910047109	X		2/1/2013	4/13/2016	1,760	779					981
119 UNITED CONTL HLDGS INC	910047109	X		1/29/2013	12/13/2016	1,020	338					682
120 UNITEDHEALTH GROUP INC	91324P102	X		10/27/2014	10/27/2016	712	460					252
121 UNITEDHEALTH GROUP INC	91324P102	X		10/27/2014	12/13/2016	1,613	920					693
122 UNIVERSAL HEALTH SVCS E	913903100	X		6/10/2015	2/25/2016	1,215	1,444					-229
123 UNIVERSAL HEALTH SVCS E	913903100	X		1/15/2014	2/25/2016	2,429	1,890					539
124 UNIVERSAL HEALTH SVCS E	913903100	X		6/11/2015	2/25/2016	994	1,192					-198
125 UNIVERSAL HEALTH SVCS E	913903100	X		6/11/2015	2/26/2016	999	1,192					-193
126 UNIVERSAL HEALTH SVCS E	913903100	X		6/10/2015	2/26/2016	1,110	1,313					-203
127 UNIVERSAL HEALTH SVCS E	913903100	X		1/15/2014	2/26/2016	2,220	1,718					502
128 UNIVERSAL HEALTH SVCS E	913903100	X		1/10/2014	4/13/2016	1,241	852					389
129 JPMORGAN CHASE & CO	46625H100	X		6/11/2012	12/13/2016	2,282	902					1,380
130 JPMORGAN CHASE & CO	46625H100	X		6/8/2012	12/13/2016	781	299					482
131 LABORATORY CP AMER HLD	50540R409	X		12/23/2014	12/13/2016	1,301	1,073					228
132 LAM RESEARCH CORP COM	512807108	X		4/13/2016	12/13/2016	1,358	1,089					269
133 LEAR CORP SHS	521885204	X		8/10/2015	12/13/2016	1,082	934					148
134 LEAR CORP SHS	521885204	X		8/11/2015	12/13/2016	812	703					109
135 LENIAR CORP CL A	528057104	X		9/9/2015	12/13/2016	854	966					-112
136 LOWE S COMPANIES INC	548861107	X		4/30/2013	1/6/2016	6,173	3,200					2,973
137 LOWE S COMPANIES INC	548861107	X		4/30/2013	8/29/2016	5,443	2,694					2,749
138 LOWE S COMPANIES INC	548861107	X		4/30/2013	6/30/2016	5,522	2,694					2,828
139 LOWE S COMPANIES INC	548861107	X		4/30/2013	12/13/2016	1,125	577					548
140 MASTERCARD INC	57636Q104	X		12/12/2012	1/8/2016	12,920	6,696					6,224
141 MASTERCARD INC	57636Q104	X		12/11/2012	1/8/2016	1,030	531					499
142 ALPHABET INC SHS CL C	02079K107	X		6/27/2012	12/13/2016	1,805	570					1,235
143 ALPHABET INC SHS CL A	02079K305	X		8/25/2012	10/27/2016	1,638	582					1,056
144 ALPHABET INC SHS CL A	02079K305	X		8/25/2012	12/13/2016	2,483	843					1,640

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

Amount		Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss					
Long Term CG Distributions	0	Capital Gains/Losses	824,801		824,801		480,368		344,433				
Short Term CG Distributions	0	Other sales	0		0		0		0				
Description	CUSIP #	Check "X" if Purchaser is a Business	Purchaser	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
143 ALTRIA GROUP INC	022095103	X			8/10/2015	10/27/2016	2,531	1,934				0	597
146 ALTRIA GROUP INC	022095103	X			8/10/2015	12/13/2016	1,535	1,140				0	395
147 AMERICAN INTERNATIONAL	026874784	X			9/17/2012	2/22/2016	4,837	3,237				0	1,600
148 AMERICAN INTERNATIONAL	026874784	X			9/17/2012	12/13/2016	1,314	896				0	418
149 AMGEN INC COM PV \$0.0001	031162100	X			10/18/2010	8/30/2016	10,238	3,429				0	6,809
150 AMGEN INC COM PV \$0.0001	031162100	X			10/18/2010	12/13/2016	1,490	572				0	918
151 AMGEN INC COM PV \$0.0001	031162100	X			10/18/2010	12/13/2016	11,740	4,515				0	7,225
152 AMGEN INC COM PV \$0.0001	031162100	X			7/8/2013	12/14/2016	10,541	6,984				0	3,557
153 AMGEN INC COM PV \$0.0001	031162100	X			6/27/2012	12/14/2016	1,336	653				0	683
154 AMGEN INC COM PV \$0.0001	031162100	X			10/18/2010	12/14/2016	594	229				0	365
155 AMGEN INC COM PV \$0.0001	031162100	X			12/3/2014	12/14/2016	1,039	1,175				0	-136
156 APPLE INC	037633100	X			8/28/2012	12/13/2016	5,637	3,996				0	1,641
157 BP PLC SPON ADR	055622104	X			1/8/2014	10/27/2016	723	974				0	-251
158 BP PLC SPON ADR	055622104	X			1/8/2014	12/13/2016	877	1,169				0	-292
159 BIOGEN INC	09062X103	X			8/23/2016	12/13/2016	1,155	1,273				118	0
160 BROCADE COMMUNICATION	111621306	X			5/30/2014	5/31/2016	5,801	5,899				0	-98
161 BROCADE COMMUNICATION	111621306	X			6/2/2014	5/31/2016	5,593	5,715				0	122
162 BROCADE COMMUNICATION	111621306	X			5/29/2014	5/31/2016	4,970	4,596				0	-374
163 BROCADE COMMUNICATION	111621306	X			6/3/2014	5/31/2016	2,923	3,014				0	-91
164 CDW CORP	12514G106	X			9/9/2015	12/13/2016	1,536	1,179				0	357
165 SCHLUMBERGER LTD	806857108	X			10/19/2013	12/13/2016	1,898	1,955				0	-57
166 SOUTHWEST AIRLNS CO	844741108	X			7/8/2015	12/13/2016	2,407	1,572				0	835
167 SUNCOR ENERGY INC NEW	987224107	X			1/14/2013	10/27/2016	1,939	2,126				0	-187
168 SUNTRUST BKS INC COM	867914103	X			1/14/2013	10/27/2016	3,096	1,887				0	1,199
169 SUNTRUST BKS INC COM	867914103	X			1/14/2013	12/13/2016	1,411	732				0	679
170 SYSCO CORPORATION	871829107	X			2/13/2004	12/9/2016	203,944	675				0	203,269
171 TEVA PHARMACEUTICALS	881824209	X			7/1/2014	12/13/2016	1,280	1,825				0	-545
172 3M COMPANY	88579Y101	X			9/24/2012	1/28/2016	2,814	1,875				0	1,039
173 3M COMPANY	88579Y101	X			8/28/2012	1/28/2016	7,578	4,643				0	2,935
174 3M COMPANY	88579Y101	X			6/28/2012	1/28/2016	2,040	1,211				0	829
175 3M COMPANY	88579Y101	X			9/24/2012	12/13/2016	1,068	562				0	506
176 TRAVELERS COS INC	88417E109	X			8/14/2008	10/19/2016	9,332	3,926				0	5,406
177 US BANCORP (NEW)	902973304	X			7/23/2012	10/27/2016	812	599				0	213
178 US BANCORP (NEW)	902973304	X			7/23/2012	12/13/2016	979	632				0	347
179 UNITED CONTL HLDGS INC	910047109	X			1/16/2013	4/13/2016	550	261				0	289
180 UNITED CONTL HLDGS INC	910047109	X			2/26/2013	4/13/2016	1,705	800				0	905
181 UNITED CONTL HLDGS INC	910047109	X			2/7/2013	4/13/2016	1,155	539				0	616
182 UNITED CONTL HLDGS INC	910047109	X			2/6/2013	4/13/2016	2,420	1,106				0	1,314
183 UNIVERSAL HEALTH SVCS E	913903100	X			1/9/2014	4/13/2016	3,598	2,436				0	1,162
184 UNIVERSAL HEALTH SVCS E	913903100	X			1/10/2014	4/14/2016	4,772	3,239				0	1,533
185 UNIVERSAL HEALTH SVCS E	913903100	X			1/13/2014	4/15/2016	4,117	2,822				0	1,295
186 UNIVERSAL HEALTH SVCS E	913903100	X			1/10/2014	4/15/2016	624	426				0	198
187 UNIVERSAL HEALTH SVCS E	913903100	X			1/16/2014	4/16/2016	753	514				0	239
188 UNIVERSAL HEALTH SVCS E	913903100	X			1/15/2014	4/16/2016	1,381	945				0	436
189 UNIVERSAL HEALTH SVCS E	913903100	X			1/13/2014	4/18/2016	2,638	1,796				0	842

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

		21,199	12,720	0	8,479
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	UST-MLT FEES AS AGENT	21,199	12,720		8,479

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

		8,616	267	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	267	267		
2	PY EXCISE TAX DUE	2,359			
3	ESTIMATED EXCISE PAYMENTS	5,990			

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

		18	18	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	18	18		



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

		1,556,883	1,653,573	0	2,127,610	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1						
2	LABORATORY CORP AMER HLDGS	0		21,011		24,906
3	LAM RESH CORP COM	0		21,031		27,173
4	LEAR CORP SHS	0		31,232		36,666
5	LENNAR CORP	0		19,433		16,485
6	LOWES COMPANIES INC COM	0		20,255		35,418
7	MICROSOFT CORP COM	0		53,361		74,009
8	OMNICOM GROUP INC COM	0		25,133		29,533
9	OWENS CORNING INC COMMON	0		9,373		10,931
10	PACKAGING CORP AMER	0		10,934		22,223
11	PFIZER INC COM	0		36,764		39,593
12	PUBLIC SERVICE ENTERPRISE GROUP IN	0		17,942		18,649
13	RAYTHEON CO	0		30,044		42,032
14	ROBERT HALF INTL INC	0		10,614		14,097
15	SCANA CORP NEW	0		9,552		11,578
16	SCHLUMBERGER LIMITED COM	0		46,915		45,417
17	SOUTHWEST AIRLINES CO	0		26,240		37,928
18	SUNCOR ENERGY INC NEW	0		29,924		28,865
19	SUNTRUST BANKS INC	0		33,500		53,314
20	TEVA PHARMACEUTICAL INDS ADR	0		37,947		24,432
21	3M CO	0		11,717		22,321
22	TRAVELERS COS INC	0		8,819		21,913
23	US BANCORP DEL	0		34,254		52,654
24	UNITED CONTL HLDGS INC	0		11,854		26,601
25	UNITED HEALTH GROUP INC	0		22,457		39,050
26	VALERO ENERGY CORP NEW	0		14,374		25,073
27	WALGREENS BOOTS ALLIANCE	0		45,712		47,587
28	ALLERGAN PLC	0		20,694		18,901
29	MALLINCKRODT PLC SHS	0		10,973		10,363
30	FLEXTRONICS INTL LTD	0		18,891		21,771
31	AT&T INC	0		10,621		11,058
32	ACTIVISION BLIZZARD INC	0		29,916		32,716
33	AETNA INC	0		27,811		49,232
34	ALPHABET INC SHS CL C	0		14,388		35,504
35	ALPHABET INC SHS CL A	0		19,822		51,509
36	ALTRIA GROUP INC	0		44,829		59,168
37	AMERICAN INTERNATIONAL	0		21,850		37,031
38	APPLE COMPUTER INC COM	0		86,078		102,617
39	AVERY DENNISON CORP	0		12,385		11,446
40	BP P L C SPONS ADR	0		35,146		32,446
41	BIOGEN IDEC INC	0		41,535		38,283
42	CDW CORP	0		28,708		36,932
43	CIGNA CORP COM	0		20,972		20,142
44	CVS CORP	0		29,763		43,953
45	CARNIVAL CORP	0		31,203		35,557
46	CENTENE CORP DEL	0		20,498		15,088

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

			1,556,883	1,653,573	0	2,127,610
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
47	CISCO SYS INC	0		34,610		42,338
48	CITIGROUP INC COM NEW	0		32,242		62,164
49	COGNIZANT TECHNOLOGY SOLUTIONS	0		29,736		26,222
50	COMCAST CORP NEW CL A	0		32,545		61,524
51	D R HORTON INC	0		22,673		19,678
52	DELL TECHNOLOGIES INC	0		10,966		11,159
53	DELTA AIR LINES INC	0		27,296		28,186
54	DOW CHEMICAL COMPANY COMMON	0		15,505		21,458
55	DR PEPPER SNAPPLE GROUP	0		17,023		24,209
56	EXXON MOBIL CORP	0		27,785		29,425
57	GILEAD SCIENCES INC	0		53,546		38,598
58	GOLDMAN SACHS GROUP INC	0		31,984		54,595
59	GOODYEAR TIRE & RUBBER COMPANY C	0		20,297		21,269
60	HOME DEPOT INC USD 0 05	0		22,878		34,190
61	HUMANA INC COM	0		39,090		44,070
62	INTEL CORPORATION	0		29,603		31,192
63	J P MORGAN CHASE & CO	0		39,319		85,168

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

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

Long Term CG Distributions		Amount	Short Term CG Distributions		0	824,801	0	118	480,486	344,433	0	0	0	344,433
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	Gain/Loss	
70 CIGNA CORP	125509109		4/9/2015	7/5/2016	3,048		0	3,166	118	0	0	0	-118	
71 CIGNA CORP	125509109		4/10/2015	7/6/2016	3,198		0	3,311	-113	0	0	0	113	
72 CIGNA CORP	125509109		4/10/2015	7/7/2016	788		0	795	-27	0	0	0	-27	
73 CIGNA CORP	125509109		4/10/2015	12/13/2016	1,068		0	1,060	-8	0	0	0	8	
74 CVS HEALTH CORP	126650100		7/10/2012	10/27/2016	1,839		0	992	847	0	0	0	847	
75 FACEBOOK INC	30303M102		12/3/2014	6/10/2016	1,286		0	826	460	0	0	0	460	
76 FACEBOOK INC	30303M102		8/5/2015	12/13/2016	5,306		0	4,256	1,050	0	0	0	1,050	
77 FACEBOOK INC	30303M102		5/29/2014	12/13/2016	14,832		0	7,883	6,949	0	0	0	6,949	
78 FACEBOOK INC	30303M102		8/5/2015	12/13/2016	1,080		0	870	210	0	0	0	210	
79 FEDEX CORP DELAWARE CO	31428X106		6/10/2015	6/10/2016	6,438		0	7,312	-874	0	0	0	-874	
80 FEDEX CORP DELAWARE CO	31428X106		6/11/2015	6/13/2016	161		0	185	-24	0	0	0	-24	
81 FEDEX CORP DELAWARE CO	31428X106		6/10/2015	6/13/2016	6,279		0	7,130	-851	0	0	0	-851	
82 FEDEX CORP DELAWARE CO	31428X106		6/11/2015	6/14/2016	6,386		0	7,388	-1,002	0	0	0	-1,002	
83 FEDEX CORP DELAWARE CO	31428X106		6/11/2015	6/15/2016	6,421		0	7,388	-967	0	0	0	-967	
84 FEDEX CORP DELAWARE CO	31428X106		6/11/2015	6/16/2016	2,243		0	2,586	-343	0	0	0	-343	
85 GILEAD SCIENCES INC COM	375558103		10/20/2015	10/27/2016	1,068		0	1,439	-371	0	0	0	-371	
86 GILEAD SCIENCES INC COM	375558103		10/20/2015	12/13/2016	1,877		0	2,570	-693	0	0	0	-693	
87 GOLDMAN SACHS GROUP INC	38141G104		9/25/2012	10/27/2016	1,424		0	928	496	0	0	0	496	
88 GOLDMAN SACHS GROUP INC	38141G104		9/25/2012	12/13/2016	2,144		0	1,044	1,100	0	0	0	1,100	
89 HOME DEPOT INC	437076102		9/9/2014	10/27/2016	1,108		0	807	301	0	0	0	301	
90 CIGNA CORP	125509109		4/9/2015	2/22/2016	410		0	396	14	0	0	0	14	
91 CIGNA CORP	125509109		4/8/2015	2/22/2016	8,688		0	6,428	2,260	0	0	0	2,260	
92 HOME DEPOT INC	437076102		9/9/2014	12/13/2016	1,224		0	807	417	0	0	0	417	
93 CIGNA CORP	125509109		4/9/2015	2/23/2016	4,124		0	3,958	166	0	0	0	166	
94 HUMANA INC	444859102		8/5/2015	12/13/2016	1,625		0	1,484	141	0	0	0	141	
95 CIGNA CORP	125509109		4/9/2015	7/1/2016	2,583		0	2,639	-56	0	0	0	-56	
96 INTEL CORP	458140100		10/27/2014	12/13/2016	1,166		0	1,061	105	0	0	0	105	
97 CIGNA CORP	125509109		4/10/2015	7/5/2016	254		0	285	-11	0	0	0	-11	
98 MASTERCARD INC	57636Q104		12/12/2012	1/7/2016	1,104		0	582	522	0	0	0	522	
99 MASTERCARD INC	57636Q104		12/17/2012	1/20/2016	2,519		0	1,460	1,059	0	0	0	1,059	
100 MASTERCARD INC	57636Q104		12/13/2012	1/20/2016	5,542		0	3,202	2,340	0	0	0	2,340	
101 MASTERCARD INC	57636Q104		12/18/2012	1/21/2016	6,103		0	3,499	2,604	0	0	0	2,604	
102 MASTERCARD INC	57636Q104		12/17/2012	1/21/2016	4,298		0	2,433	1,865	0	0	0	1,865	
103 MCKESSON CORPORATION	58155Q103		3/12/2012	1/28/2016	319		0	173	146	0	0	0	146	
104 MASTERCARD INC	57636Q104		12/13/2012	1/7/2016	7,725		0	4,075	3,650	0	0	0	3,650	
105 ROSS STORES INC COM	778296103		6/27/2012	8/26/2016	444		0	222	222	0	0	0	222	
106 ROSS STORES INC COM	778296103		12/2/2009	10/19/2016	11,603		0	2,053	9,550	0	0	0	9,550	
107 ROSS STORES INC COM	778296103		12/2/2009	1/28/2016	5,488		0	1,144	4,344	0	0	0	4,344	
108 ROSS STORES INC COM	778296103		12/2/2009	1/28/2016	1,526		0	314	1,212	0	0	0	1,212	
109 ROSS STORES INC COM	778296103		12/2/2009	8/24/2016	2,233		0	393	1,840	0	0	0	1,840	
110 ROSS STORES INC COM	778296103		6/27/2012	8/24/2016	1,021		0	507	514	0	0	0	514	
111 ROSS STORES INC COM	778296103		6/27/2012	8/25/2016	1,962		0	982	980	0	0	0	980	
112 ROSS STORES INC COM	778296103		12/2/2009	8/25/2016	4,304		0	763	3,541	0	0	0	3,541	
113 ROSS STORES INC COM	778296103		12/2/2009	8/26/2016	888		0	157	731	0	0	0	731	
114 ACTIVISION BLIZZARD INC	00507V109		10/20/2015	10/27/2016	1,415		0	1,078	337	0	0	0	337	
115 ACTIVISION BLIZZARD INC	00507V109		10/20/2015	12/13/2016	1,697		0	1,517	180	0	0	0	180	
116 AETNA INC NEW	00817Y108		9/18/2013	12/13/2016	2,825		0	1,470	1,355	0	0	0	1,355	
117 ALPHABET INC SHS CL C	02079K107		6/27/2012	10/27/2016	1,590		0	570	1,020	0	0	0	1,020	
118 UNITED CONTL HLDGS INC	910047109		2/1/2013	4/13/2016	1,760		0	779	981	0	0	0	981	
119 UNITED CONTL HLDGS INC	910047109		1/29/2013	12/13/2016	1,020		0	339	681	0	0	0	681	
120 UNITEDHEALTH GROUP INC	91324P102		10/27/2014	10/27/2016	712		0	460	252	0	0	0	252	
121 UNITEDHEALTH GROUP INC	91324P102		10/27/2014	12/13/2016	1,613		0	920	693	0	0	0	693	
122 UNIVERSAL HEALTH SVCS E	913903100		6/10/2015	2/25/2016	1,215		0	1,444	-229	0	0	0	-229	
123 UNIVERSAL HEALTH SVCS E	913903100		1/15/2014	2/25/2016	2,429		0	1,890	539	0	0	0	539	
124 UNIVERSAL HEALTH SVCS E	913903100		6/11/2015	2/25/2016	894		0	1,192	-198	0	0	0	-198	
125 UNIVERSAL HEALTH SVCS E	913903100		6/11/2015	2/28/2016	999		0	1,192	-193	0	0	0	-193	
126 UNIVERSAL HEALTH SVCS E	913903100		6/10/2015	2/26/2016	1,110		0	1,313	-203	0	0	0	-203	
127 UNIVERSAL HEALTH SVCS E	913903100		1/15/2014	2/28/2016	2,220		0	1,718	502	0	0	0	502	
128 UNIVERSAL HEALTH SVCS E	913903100		1/10/2014	4/13/2016	1,241		0	852	389	0	0	0	389	
129 JPMORGAN CHASE & CO	46625H100		8/11/2012	12/13/2016	2,282		0	902	1,380	0	0	0	1,380	
130 JPMORGAN CHASE & CO	46625H100		6/8/2012	12/13/2016	761		0	299	462	0	0	0	462	
131 LABORATORY CP AMER HLD	50540R409		12/23/2014	12/13/2016	1,301		0	1,073	228	0	0	0	228	
132 LAM RESEARCH CORP CO	512807108		4/13/2016	12/13/2016	1,358		0	1,059	299	0	0	0	299	
133 LEAR CORP SHS	521865204		6/10/2015	12/13/2016	1,082		0	934	148	0	0	0	148	
134 LEAR CORP SHS	521865204		6/11/2015	12/13/2016	812		0	703	109	0	0	0	109	
135 LENNAR CORP CL A	526057104		9/9/2015	12/13/2016	854		0	906	-142	0	0	0	-142	
136 LOWE'S COMPANIES INC	548661107		4/30/2013	1/6/2016	6,173		0	3,200	2,973	0	0	0	2,973	
137 LOWE'S COMPANIES INC	548661107		4/30/2013	6/29/2016	5,443		0	2,694	2,749	0	0	0	2,749	
138 LOWE'S COMPANIES INC	548661107		4/30/2013	6/30/2016	5,522		0	2,694	2,828	0	0	0	2,828	

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

Long Term CG Distributions		Amount												824,801	0	118	480,486	344,433	0	0	0	344,433
Short Term CG Distributions																						
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gain Minus Excess FMV Over Adj. Basis or Losses									
139	LOWE S COMPANIES INC	548661107	4/30/2013	12/13/2016	1,125		0	577	548	0	0	0	548									
140	MASTERCARD INC	57836Q104	12/12/2012	1/6/2016	12,920		0	6,696	6,224	0	0	0	6,224									
141	MASTERCARD INC	57836Q104	12/11/2012	1/6/2016	1,030		0	531	499	0	0	0	499									
142	ALPHABET INC SHS CL C	02079K107	8/27/2012	12/13/2016	1,605		0	570	1,035	0	0	0	1,035									
143	ALPHABET INC SHS CL A	02079K305	6/25/2012	10/27/2016	1,638		0	562	1,076	0	0	0	1,076									
144	ALPHABET INC SHS CL A	02079K305	6/25/2012	12/13/2016	2,463		0	643	1,820	0	0	0	1,820									
145	ALTRIA GROUP INC	020285103	6/10/2015	10/27/2016	2,531		0	1,349	597	0	0	0	597									
146	ALTRIA GROUP INC	020285103	6/10/2015	12/13/2016	1,535		0	1,140	395	0	0	0	395									
147	AMERICAN INTERNATIONAL	026874784	9/17/2012	2/22/2016	4,837		0	3,237	1,600	0	0	0	1,600									
148	AMERICAN INTERNATIONAL	026874784	9/17/2012	12/13/2016	1,314		0	696	618	0	0	0	618									
149	AMGEN INC COM PV \$0.0001	031162100	10/18/2010	8/30/2016	10,238		0	3,429	6,809	0	0	0	6,809									
150	AMGEN INC COM PV \$0.0001	031162100	10/18/2010	12/13/2016	1,490		0	572	918	0	0	0	918									
151	AMGEN INC COM PV \$0.0001	031162100	10/18/2010	12/13/2016	11,740		0	4,515	7,225	0	0	0	7,225									
152	AMGEN INC COM PV \$0.0001	031162100	7/8/2013	12/14/2016	10,541		0	6,884	3,557	0	0	0	3,557									
153	AMGEN INC COM PV \$0.0001	031162100	6/27/2012	12/14/2016	1,385		0	653	683	0	0	0	683									
154	AMGEN INC COM PV \$0.0001	031162100	10/18/2010	12/14/2016	584		0	229	365	0	0	0	365									
155	AMGEN INC COM PV \$0.0001	031162100	12/3/2014	12/14/2016	1,038		0	1,175	-136	0	0	0	-136									
156	APPLE INC	037833100	8/26/2012	12/13/2016	5,637		0	3,996	1,641	0	0	0	1,641									
157	BP PLC SPON ADR	055622104	1/8/2014	10/27/2016	723		0	974	-251	0	0	0	-251									
158	BP PLC SPON ADR	055622104	1/8/2014	12/13/2016	877		0	1,169	-292	0	0	0	-292									
159	BIODEN INC	09062X103	8/23/2016	12/13/2016	1,155		118	1,273	0	0	0	0	0									
160	BROCADE COMMUNICATION	111621306	5/30/2014	5/31/2016	5,801		0	5,888	-88	0	0	0	-88									
161	BROCADE COMMUNICATION	111621306	5/2/2014	5/31/2016	5,592		0	5,716	-122	0	0	0	-122									
162	BROCADE COMMUNICATION	111621306	5/2/2014	5/31/2016	4,570		0	4,596	-26	0	0	0	-26									
163	BROCADE COMMUNICATION	111621306	6/3/2014	5/31/2016	2,923		0	3,014	-91	0	0	0	-91									
164	CDW CORP	12514G106	9/9/2015	12/13/2016	1,536		0	1,179	357	0	0	0	357									
165	SCHLUMBERGER LTD	806857108	10/10/2013	12/13/2016	1,886		0	1,955	-69	0	0	0	-69									
166	SOUTHWEST AIRLINS CO	844741108	7/9/2015	12/13/2016	2,407		0	1,572	835	0	0	0	835									
167	SUNOCO ENERGY INC NEW	887224107	1/14/2013	10/27/2016	1,939		0	1,887	-187	0	0	0	-187									
168	SUNTRUST BKS INC COM	867914103	1/14/2013	10/27/2016	3,086		0	2,166	1,199	0	0	0	1,199									
169	SUNTRUST BKS INC COM	867914103	1/14/2013	12/13/2016	1,411		0	732	679	0	0	0	679									
170	SYSCO CORPORATION	871829107	2/13/2004	12/9/2016	203,944		0	675	203,269	0	0	0	203,269									
171	TEVA PHARMACTCL INDS AD	881824209	7/11/2014	12/13/2016	1,280		0	1,825	-545	0	0	0	-545									
172	3M COMPANY	88579Y101	9/24/2012	1/28/2016	2,814		0	1,875	1,039	0	0	0	1,039									
173	3M COMPANY	88579Y101	8/29/2012	1/28/2016	7,578		0	4,643	2,935	0	0	0	2,935									
174	3M COMPANY	88579Y101	6/28/2012	1/28/2016	2,040		0	1,211	829	0	0	0	829									
175	3M COMPANY	88579Y101	9/24/2012	12/13/2016	1,068		0	562	506	0	0	0	506									
176	TRAVELERS COS INC	88417E109	9/14/2009	10/19/2016	9,332		0	3,926	5,406	0	0	0	5,406									
177	US BANCORP (NEW)	8205973304	7/13/2012	10/27/2016	912		0	589	213	0	0	0	213									
178	US BANCORP (NEW)	8205973304	7/23/2012	12/13/2016	878		0	832	347	0	0	0	347									
179	UNITED CONTL HDGS INC	910047109	1/16/2013	4/13/2016	550		0	261	288	0	0	0	288									
180	UNITED CONTL HDGS INC	910047109	2/26/2013	4/13/2016	1,705		0	800	905	0	0	0	905									
181	UNITED CONTL HDGS INC	910047109	2/7/2013	4/13/2016	1,155		0	539	616	0	0	0	616									
182	UNITED CONTL HDGS INC	910047109	2/6/2013	4/13/2016	2,420		0	1,106	1,314	0	0	0	1,314									
183	UNIVERSAL HEALTH SVCS E	913903100	1/9/2014	4/13/2016	3,598		0	2,436	1,162	0	0	0	1,162									
184	UNIVERSAL HEALTH SVCS E	913903100	1/10/2014	4/14/2016	4,772		0	3,239	1,533	0	0	0	1,533									
185	UNIVERSAL HEALTH SVCS E	913903100	1/13/2014	4/15/2016	4,117		0	2,822	1,295	0	0	0	1,295									
186	UNIVERSAL HEALTH SVCS E	913903100	1/10/2014	4/15/2016	624		0	420	98	0	0	0	98									
187	UNIVERSAL HEALTH SVCS E	913903100	1/16/2014	4/18/2016	753		0	514	239	0	0	0	239									
188	UNIVERSAL HEALTH SVCS E	913903100	1/15/2014	4/18/2016	1,381		0	945	436	0	0	0	436									
189	UNIVERSAL HEALTH SVCS E	913903100	1/13/2014	4/18/2016	2,636		0	1,796	840	0	0	0	840									

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

											0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	
1	MARC FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		PRESIDENT	0 50	0			
2	TWIGLIGHT FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		VICE PRESIDENT	0 50	0			
3	MONICA FREEDMAN SNIDEMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0 50	0			
4	JENNIFER LYNN HOLSOMACK		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0 50	0			
5	GARY ANDERSON		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0 50	0			
6	BRIAN ANDERSON		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0 50	0			
7	WENDY FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0 50	0			

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/13/2016	2	1,498
3 Second quarter estimated tax payment	6/14/2016	3	1,498
4 Third quarter estimated tax payment	9/14/2016	4	1,498
5 Fourth quarter estimated tax payment	12/14/2016	5	1,496
6 Other payments		6	
7 Total		7	5,990