INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: GEORGE W TRIMBLE TRUST

A Employer identification number: 91-6026531

Number and street (or P O box number if mail is not delivered to street address): BANK OF AMERICA, N.A. P.O. BOX 831041

Room/suite:

B Telephone number (see instructions): 800-357-7094

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75283-1041

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 16,589,418.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc, received (attach schedule)				
2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	297,880.	284,089.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	124,325.			
b Gross sales price for all assets on line 6a 6,849,659.				
7 Capital gain net income (from Part IV, line 2)		124,325.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,187.	37,425.		STMT 2
12 **Total.** Add lines 1 through 11	423,392.	445,839.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	106,424.	63,854.		42,570.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	2,800.	NONE	NONE	2,800.
c Other professional fees (attach schedule) STMT 4	15,683.	15,683.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	11,038.	11,038.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	4,881.	16,675.		25.
24 **Total operating and administrative expenses.** Add lines 13 through 23	140,826.	107,250.	NONE	45,395.
25 Contributions, gifts, grants paid	823,504.			823,504.
26 **Total expenses and disbursements** Add lines 24 and 25	964,330.	107,250.	NONE	868,899.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-540,938.			
b **Net investment income** (if negative, enter -0-)		338,589.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	534,647.	420,996.	420,996.
	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 ▶ NONE			
	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)	12,286,746.	11,687,490.	13,344,497.
	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)	2,844,434.	2,690,831.	2,823,925.
	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)	15,665,827.	14,799,317.	16,589,418.
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)		NONE	
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	15,665,827.	14,799,317.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	15,665,827.	14,799,317.	
	31	Total liabilities and net assets/fund balances (see instructions)	15,665,827.	14,799,317.	

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	15,665,827.
2	Enter amount from Part I, line 27a	2	-540,938.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	38,680.
4	Add lines 1, 2, and 3	4	15,163,569.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	364,252.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,799,317.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	6,064,713.		6,025,991.	38,722.
b	784,946.		699,343.	85,603.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				38,722.
b				85,603.
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 — 124,325.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . — 3 —

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	878,731.	17,507,507.	0.050192
2014	833,795.	17,985,238.	0.046360
2013	776,152.	17,169,127.	0.045206
2012	784,434.	16,188,928.	0.048455
2011	730,492.	16,277,048.	0.044879

2	**Total** of line 1, column (d)	2	0.235092
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	0.047018
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	16,576,452.
5	Multiply line 4 by line 3	5	779,392.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,386.
7	Add lines 5 and 6	7	782,778.
8	Enter qualifying distributions from Part XII, line 4	8	868,899.

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 ▶ [X] and enter 1% of Part I, line 27b	1	3,386.
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	3,386.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	3,386.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 3,988.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	3,988.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	602.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 602. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no. ▶ (206)358-0912

Located at ▶ 800 5TH AVE, 33RD FL, SEATTLE, WA ZIP+4 ▶ 98104-3176

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____			
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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☒ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		X
	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? STMT. 11 ☒ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(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
BANK OF AMERICA, N.A. 800 5th AVE, FL 33, SEATTLE, WA 98104-3176	TRUSTEE 1	106,424.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 ▶	

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	16,180,745.
b	Average of monthly cash balances	1b	648,140.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	16,828,885.
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	NONE
3	Subtract line 2 from line 1d	3	16,828,885.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	252,433.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,576,452.
6	**Minimum investment return.** Enter 5% of line 5	6	828,823.

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	828,823.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,386.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,386.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	825,437.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	825,437.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	825,437.

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	868,899.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	868,899.
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	3,386.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	865,513.

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				825,437.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			823,504.	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . NONE				
b From 2012 . . . NONE				
c From 2013 . . . NONE				
d From 2014 . . . NONE				
e From 2015 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 868,899.				
a Applied to 2015, but not more than line 2a			823,504.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				45,395.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				780,042.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2012 . . . NONE				
b Excess from 2013 . . . NONE				
c Excess from 2014 . . . NONE				
d Excess from 2015 . . . NONE				
e Excess from 2016 . . . NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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:

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
GEORGE W TRIMBLE HOSPITAL FUND PO BOX 509 LOUISIANA MO 63353-0509	N/A	SO III FI	MEDICAL CARE FOR INDIGENT & POOR OF PIKE CNTY	183,001.
LOUISIANA ELKS LODGE #791 B P O ELKS LOUISIANA MO 63353-1620	N/A	NC	SUPPORT INDIGENT & POOR OF PIKE COUNTY	137,251.
COLORADO CENTER FOR BLIND 2233 W SHEPPERD AVE LITTLETON CO 80120-2038	N/A	PC	SUPPORT SERVICES FOR THE INDIGENT & POOR	22,875.
COLORADO SPRINGS ELKS LODGE #309 PO BOX 7165 COLORADO SPGS CO 80933-7165	N/A	NC	SUPPORT INDIGENT & POOR OF EL PASO COUNTY	320,252.
LEADVILLE ELKS LODGE #236 ATTN: DONALD FERRIE PO BOX 856 LEADVILLE CO 80461-0856	N/A	NC	SUPPORT INDIGENT & POOR OF LAKE COUNTY	91,500.
LIGHTHOUSE FOR THE BLIND INC. 2501 S PLUM ST SEATTLE WA 98144-4711	N/A	PC	SUPPORT SERVICES FOR THE INDIGENT & POOR	22,875.
CHILDREN'S HEALTH CARE SYSTEM PO BOX 50020 SEATTLE WA 98145-5020	N/A	PC	SUPPORT SERVICES FOR THE INDIGENT & POOR	45,750.
Total . . . . . . ▶ 3a				823,504.
b Approved for future payment				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	297,880.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	124,325.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b EXCISE TAX REFUND			1	1,187.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				423,392.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 423,392.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Karen J Kiser | 08/29/2017 | TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,133.	1,133.
FOREIGN DIVIDENDS	74,554.	74,554.
NONDIVIDEND DISTRIBUTIONS	17,114.	
DOMESTIC DIVIDENDS	98,046.	98,046.
OTHER INTEREST	28,179.	28,179.
FOREIGN INTEREST	1,193.	1,193.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	9,111.	9,111.
NON-TAXABLE FOREIGN INCOME	-3,323.	
NONQUALIFIED FOREIGN DIVIDENDS	21,353.	21,353.
NONQUALIFIED DOMESTIC DIVIDENDS	50,520.	50,520.
TOTAL	297,880.	284,089.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND	1,187.	
PARTNERSHIP INCOME		37,425.
TOTALS	1,187.	37,425.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	2,800.			2,800.
TOTALS	2,800.	NONE	NONE	2,800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	15,683.	15,683.
TOTALS	15,683.	15,683.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	8,214.	8,214.
FOREIGN TAXES ON QUALIFIED FOR	1,898.	1,898.
FOREIGN TAXES ON NONQUALIFIED	926.	926.
TOTALS	11,038.	11,038.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	1,360.	1,360.	
OTHER ALLOCABLE EXPENSE-INCOME	1,360.	1,360.	
OTHER INVESTMENT FEE	19.	19.	
STATE FILING FEE	25.		25.
DIVIDEND INVESTMENT EXPENSE -	2,117.	2,117.	
PARTNERSHIP EXPENSES		11,819.	
TOTALS	4,881.	16,675.	25.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
NET INCOME ADJUSTMENT	2,282.
NET YEAR-END SALES ADJUSTMENT	33,428.
CTF TIMING ADJUSTMENT	1,978.
NET ROUNDING	4.
NET DISALLOWED W/S LOSSES - 2015	776.
NET TIMING ADJUSTMENT	212.
TOTAL	38,680.

GEORGE W TRIMBLE TRUST 91-6026531

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
BASIS ADJUSTMENT - SALES	281,340.
PARTNERSHIP ADJUSTMENT	68,418.
ROC BASIS ADJUSTMENT	11,153.
NET DISALLOWED W/S LOSSES - 2016	3,341.
TOTAL	364,252.

GEORGE W TRIMBLE TRUST 91-6026531

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
8828.723 AGGREGATE BOND CTF	06/13/2014	02/29/2016	150,000.00	149,009.00	991.00
939.351 EMERGING MARKETS STOCK COMMON TRUST FUND	06/13/2014	09/23/2016	45,000.00	42,422.00	2,578.00
14124. POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	06/26/2013	05/04/2016	199,725.00	215,761.00	-16,036.00
3544. POWERSHARES DB COMMODITY INDEX	06/26/2013	06/15/2016	53,886.00	54,139.00	-253.00
7939. POWERSHARES DB COMMODITY INDEX	12/09/2014	06/15/2016	120,711.00	78,746.00	41,965.00
2260. POWERSHARES DB COMMODITY INDEX	12/09/2014	12/02/2016	35,221.00	22,417.00	12,804.00
11262.001 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND	03/31/2013	06/17/2016	120,000.00	114,463.00	5,537.00
2179.675 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND	03/31/2013	09/23/2016	25,000.00	22,386.00	2,614.00
TOTAL OTHER GAINS AND LOSSES			749,543.00	699,343.00	50,200.00
Totals			749,543.00	699,343.00	50,200.00

JSA
6F0970 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-29,091.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-29,091.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-3,924.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	68,418.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		64,494.00

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:
COLORADO SPRINGS LODGE # 309 - BENEVOLENT &
PROTECTIVE ORDER OF THE ELKS (BPOE)
ADDRESS:
, Un
GRANT PURPOSE:
SEE ATTACHMENT

NAME:
LOUISIANA LODGE # 791 - BENEVOLENT &
PROTECTIVE ORDER OF THE ELKS (BPOE)
GRANT PURPOSE:
SEE ATTACHMENT

NAME:
LEADVILLE ELKS LODGE # 236 - BENEVOLENT &
PROTECTIVE ORDER OF THE ELKS (BPOE)
GRANT PURPOSE:
SEE ATTACHMENT

NAME:
GEORGE W TRIMBLE HOSPITAL FUND
GRANT PURPOSE:
SEE ATTACHMENT

Statement Attached to Form 990-PF, Return of Private Foundation
Substantiation of Exercise of Expenditure Responsibility
Form 990-PF, Part VII-B, Line 5c

Name of Foundation: George W. Trimble Foundation
EIN: 91-6026531
Tax Year: 12/31/2016

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. § 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility with regard to its grants:

Name and Address of Grantee	Date of Grant	Amount of Grant	Purpose of Grant(s)	Amounts Expended by Grantee (based on Grantee Report)	To Grantor's Knowledge, has Grantee Diverted any Portion of the Funds from the Purpose of the Grant?	Dates of any Reports Received from Grantee	Results (and date) of any Verification of the Grantee's Reports (If Required)
Colorado Springs Lodge No. 309 - B.P.O. Elks P.O. Box 7165 Colorado Springs, CO 80933	12/01/16	$ 320,252	Charitable	$ 348,642	No	05/08/17	Not Required
Leadville Lodge No. 236 - B.P.O. Elks P.O. Box 856 Leadville, CO 80461	12/02/16	$ 91,500	Charitable	$ 59,313	No	05/20/17	Not Required
Louisiana Lodge No. 791 - B.P.O. Elks 120 N 5th St Louisiana, MO 63353	12/02/16	$ 137,251	Charitable	$ 141,165	No	06/15/17	Not Required
George W Trimble Hospital Fund P.O. Box 509 Louisiana, MO 63353	12/02/16	$ 183,001	Charitable	$ 231,866	No	05/03/17	Not Required

GEORGE W TRIMBLE TRUST
91-6026531
Balance Sheet
12/31/2016

Bank of America

Cusip	Asset	Units	Basis	Market Value
88579Y101	3M CO	180 000	24,376 61	32,142 60
002824100	ABBOTT LABS	412.000	13,537 11	15,824.92
00287Y109	ABBVIE INC	207 000	12,715 22	12,962.34
00404A109	ACADIA HEALTHCARE CO INC	405 000	23,259 42	13,405.50
004225108	ACADIA PHARMACEUTICALS INC	52 000	970 70	1,499 68
G1151C101	ACCENTURE PLC	397 000	27,086.91	46,500.61
00507V109	ACTIVISION BLIZZARD INC	236.000	6,567 61	8,521.96
005125109	ACXIOM CORP	239.000	4,693 57	6,405 20
00724F101	ADOBE SYS INC	301 000	25,769.89	30,987.95
00751Y106	ADVANCED AUTO PTS INC	36 000	5,506.86	6,088 32
008252108	AFFILIATED MANAGERS GROUP	34.000	4,717 67	4,940 20
202671913	AGGREGATE BOND CTF	108319 661	1,832,467.39	1,805,125.49
00846U101	AGILENT TECHNOLOGIES INC	89 000	2,697.67	4,054 84
00847X104	AGIOS PHARMACEUTICALS INC	19 000	938.30	792.87
009158106	AIR PRODS & CHEMS INC	88 000	12,952.73	12,656.16
009728106	AKORN INC	138 000	5,008.91	3,012 54
014339105	ALDER BIOPHARMACEUTICALS INC	54.000	1,385.50	1,123 20
015351109	ALEXION PHARMACEUTICALS INC	198 000	33,975 81	24,225.30
G01767105	ALKERMES PLC	51 000	2,250 72	2,834 58
017175100	ALLEGHANY CORP DEL	7 000	2,614 11	4,256.84
G0177J108	ALLERGAN PLC	129.000	35,201 65	27,091 29
018581108	ALLIANCE DATA SYS CORP	6.000	855 00	1,371 00
018802108	ALLIANT CORP	45 000	1,034 73	1,705 05
020002101	ALLSTATE CORP	36 000	1,941 55	2,668 32
02079K107	ALPHABET INC	80 000	33,485 48	61,745.60
02079K305	ALPHABET INC	50 000	14,185 81	39,622.50
02208R106	ALTRA INDL MOTION CORP	113 000	3,470 12	4,169 70
02209S103	ALTRIA GROUP INC	366.000	7,812 92	24,748 92
023135106	AMAZON COM INC	51.000	13,739 77	38,243 37
G02602103	AMDOCS LTD	70 000	2,293.90	4,077 50
023608102	AMEREN CORP	29.000	992.91	1,521 34
024013104	AMERICAN ASSETS TR INC	29 000	811 94	1,249 32
025537101	AMERICAN ELEC PWR INC	171.000	6,172 50	10,766 16
025676206	AMERICAN EQUITY INVT LIFE HLDG	184 000	3,267 69	4,147 36

GEORGE W TRIMBLE TRUST
91-6026531
Balance Sheet
12/31/2016

Cusip	Asset	Units	Basis	Market Value
025816109	AMERICAN EXPRESS CO	190 000	14,869.17	14,075 20
02665T306	AMERICAN HOMES 4 RENT	39 000	620 79	818 22
03027X100	AMERICAN TOWER CORP	412 000	29,929 49	43,540 16
001744101	AMN HEALTHCARE SVCS INC	105 000	3,739 52	4,037.25
032095101	AMPHENOL CORP NEW	127 000	3,878 23	8,534.40
032511107	ANADARKO PETE CORP	19 000	701 73	1,324.87
00182C103	ANI PHARMACEUTICALS INC	53.000	2,265.21	3,212 86
035290105	ANIXTER INTL INC	28 000	2,087 91	2,269 40
G0408V102	AON PLC	196.000	20,935 66	21,859 88
037833100	APPLE INC	581 000	56,028 55	67,291 42
00203H859	AQR MANAGED FUTURES STRATEGY	12489 982	129,332 59	116,406 63
03875R205	ARBITRAGE FUND	11731.409	152,391 00	154,854 60
039483102	ARCHER DANIELS MIDLAND CO	394 000	16,003.81	17,986 10
04010E109	ARGAN INC COM	49 000	2,109 72	3,456.95
G0464B107	ARGO GROUP INTL HLDGS LTD	105 000	3,872 61	6,919 50
G0551A103	ARRIS INTERNATIONAL PLC	119 000	2,623 61	3,585 47
042735100	ARROW ELECTRS INC	46 000	1,615 98	3,279 80
04316A108	ARTISAN PARTNERS ASSET MGMT INC	100 000	2,981.93	2,975 00
044186104	ASHLAND GLOBAL HLDGS INC	42 000	4,949.56	4,590 18
053015103	AUTOMATIC DATA PROCESSING INC	156 000	5,784 44	16,033 68
053611109	AVERY DENNISON CORP	54 000	3,885 17	3,791.88
05379B107	AVISTA CORP	75 000	2,139.08	2,999 25
05508R106	B & G FOODS INC	80.000	2,616.80	3,504 00
063904106	BANK OF THE OZARKS INC	71 000	3,028.38	3,733 89
067383109	BARD C R INC	21 000	4,124.61	4,717 86
067806109	BARNES GROUP INC	106 000	3,487 66	5,026 52
054937107	BB&T CORP	236 000	8,679 91	11,096 72
073685109	BEACON ROOFING SUPPLY INC	63 000	2,880 24	2,902 41
075887109	BECTON DICKINSON & CO	13 000	1,909.35	2,152 15
084423102	BERKLEY W R CORP	37 000	1,731 20	2,460 87
08579W103	BERRY PLASTICS GROUP INC	54 000	1,906 78	2,631 42
086516101	BEST BUY INC	21 000	700 55	896 07
089302103	BIG LOTS INC	70 000	3,473 13	3,514 70
09061G101	BIOMARIN PHARMACEUTICAL INC	195 000	12,008 12	16,153 80

GEORGE W TRIMBLE TRUST
91-6026531
Balance Sheet
12/31/2016

Bank of America

Cusip	Asset	Units	Basis	Market Value
092113109	BLACK HILLS CORP	54 000	2,800 71	3,312.36
09214X100	BLACK KINGHT FINL SVCS INC	127 000	3,692.14	4,800 60
09247X101	BLACKROCK INC	38 000	5,960 69	14,460 52
09256H286	BLACKROCK STRATEGIC INCOME	5223 551	51,190 80	51,347 51
09531U102	BLUE BUFFALO PET PRODS INC	174 000	3,708 54	4,182 96
099724106	BORG WARNER INC	37.000	1,329 35	1,459.28
100557107	BOSTON BEER INC	19 000	3,416 89	3,227 15
74925K581	BOSTON PARTNERS LONG/SHORT	10243 585	145,356 47	158,263 39
101121101	BOSTON PROPERTIES INC	30 000	3,121 59	3,773 40
101137107	BOSTON SCIENTIFIC CORP	140 000	1,752 82	3,028 20
110122108	BRISTOL MYERS SQUIBB CO	306 000	21,460.34	17,882 64
Y09827109	BROADCOM LTD	8 000	366.33	1,414 16
11133B409	BROADSOFT INC	83 000	3,361 50	3,423 75
115637209	BROWN FORMAN CORP	106 000	5,084.34	4,761 52
116794108	BRUKER CORP	29 000	603 44	614.22
117043109	BRUNSWICK CORP	62 000	1,537 01	3,381.48
119848109	BUFFALO WILD WINGS INC	20 000	2,757 51	3,088 00
122017106	BURLINGTON STORES INC	76 000	3,882 11	6,441.00
128030202	CAL MAINE FOODS INC	68 000	2,939 00	3,003 90
129603106	CALGON CARBON CORP	182 000	3,238 91	3,094 00
132011107	CAMBREX CORP	116 000	5,140 53	6,258.20
14149Y108	CARDINAL HEALTH INC	24 000	1,463 46	1,727 28
G1991C105	CARDTONICS PLC	112 000	4,458 72	6,111 84
144577103	CARRIZO OIL & CO INC	91 000	3,095 07	3,398 85
151020104	CELGENE CORP	652 000	54,539 95	75,469.00
153527106	CENTRAL GARDEN & PET CO	83 000	2,246.38	2,746 47
159864107	CHARLES RIV LABORATORIES INTL	47 000	3,787.72	3,580 93
16359R103	CHEMED CORP	33 000	4,452 59	5,293.53
166764100	CHEVRON CORP	137 000	13,887 07	16,124 90
16938C106	CHINA BIOLOGIC PRODS INC	19 000	2,333 72	2,042.88
169656105	CHIPOTLE MEXICAN GRILL INC	35 000	16,536 18	13,206 20
H1467J104	CHUBB LTD	632 000	52,924 67	83,499.84
171779309	CIENA CORP	159 000	3,600 76	3,881.19
125509109	CIGNA CORP	89 000	12,416 29	11,871 71

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171798101	CIMAREX ENERGY CO	5 000	403 72	679 50
172755100	CIRRUS LOGIC CORP	69 000	2,546 78	3,901 26
~~17275R102~~	~~CISCO SYS INC~~	648 000	14,360 45	19,582 56
172967424	CITIGROUP INC	395.000	17,263 99	23,474.85
179895107	CLARCOR INC	79 000	4,363.62	6,515 13
12572Q105	CME GROUP INC	151.000	7,497 83	17,417 85
125896100	CMS ENERGY CORP	144 000	3,102.48	5,993 28
G25839104	COCA COLA EUROPEAN PARTNERS	38 000	1,210 58	1,193 20
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	25.000	1,467 21	1,400 75
197236102	COLUMBIA BKG SYS INC	136.000	3,683 66	6,076 48
198516106	COLUMBIA SPORTSWEAR CO	31 000	1,657 77	1,807.30
20030N101	COMCAST CORP	833.000	36,826.91	57,518 65
20337X109	COMMSCOPE HLDG CO INC	35 000	1,078.89	1,302.00
205363104	COMPUTER SCIENCES CORP	21 000	1,082 42	1,247 82
20564W105	COMSCORE INC	82 000	2,415 71	2,589 56
20605P101	CONCHO RES INC	81 000	10,642 91	10,740 60
21036P108	CONSTELLATION BRANDS INC	3 000	106.20	459 93
216831107	COOPER TIRE & RUBR CO	97 000	3,679 88	3,768 45
218681104	CORE-MARK HLDG CO INC	73 000	3,475.84	3,144.11
22160K105	COSTCO WHSL CORP NEW	273.000	29,458 23	43,710 03
222070203	COTY INC	623 000	14,322 71	11,407 13
22410J106	CRACKER BARREL OLD CTRY STORE	28 000	4,283 88	4,675 44
226718104	CRITEO S A	47.000	2,052 37	1,930 76
22822V101	CROWN CASTLE INTL CORP	58 000	4,989.05	5,032 66
228368106	CROWN HLDGS INC	40 000	1,908.12	2,102 80
126349109	CSG SYS INTL INC	80 000	3,783.51	3,872 00
231561101	CURTISS WRIGHT CORP	17.000	521.90	1,672.12
126600105	CVB FINL CORP	162.000	2,538 66	3,714.66
126650100	CVS HEALTH CORP	762 000	58,252 79	60,129 42
235851102	DANAHER CORP DEL	601 000	39,727 40	46,781 84
238337109	DAVE & BUSTERS ENTMT INC	73 000	3,450 14	4,109 90
23918K108	DAVITA INC	27 000	1,602 79	1,733.40
G27823106	DELPHI AUTOMOTIVE PLC	221.000	9,631.20	14,884.35
24869P104	DENNYS CORP	353 000	3,582.08	4,528.99

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25278X109	DIAMONDBACK ENERGY INC	34 000	2,251.87	3,436.04
253868103	DIGITAL RLTY TR INC	64 000	6,159 56	6,288 64
~~254423106~~	~~DINEEQUITY INC~~	37 000	3,440 51	2,849 00
254543101	DIODES INC	105 000	2,824 04	2,695 35
254709108	DISCOVER FINL SVCS	72 000	3,080 59	5,190.48
256746108	DOLLAR TREE INC	430 000	29,338 36	33,187.40
25746U109	DOMINION RES INC VA NEW	63 000	3,193 74	4,825 17
25960P109	DOUGLAS EMMETT INC	48 000	1,406.21	1,754 88
260543103	DOW CHEM CO	147 000	7,145 13	8,411 34
262037104	DRIL-QUIP INC	20 000	1,849.80	1,201.00
263534109	DU PONT E I DE NEMOURS & CO	120 000	8,164 44	8,808 00
264411505	DUKE RLTY CORP	138 000	3,804 43	3,665 28
26613Q106	DUPONT FABROS TECHNOLOGY INC	83 000	1,930.59	3,646 19
267475101	DYCOM INDS INC	43 000	4,081 05	3,452.47
268948106	EAGLE BANCORP INC MD	66 000	2,616 83	4,022 70
26969P108	EAGLE MATERIALS INC	61 000	4,657 42	6,010 33
27579R104	EAST WEST BANCORP INC	59 000	1,200 95	2,998.97
G29183103	EATON CORP PLC	220 000	13,720 73	14,759 80
278642103	EBAY INC	86 000	2,104 86	2,553.34
281020107	EDISON INTL	58 000	2,848 31	4,175 42
28140H203	EDUCATION RLTY TR INC	120 000	3,628 61	5,076.00
28176E108	EDWARDS LIFESCIENCES CORP	353 000	33,312 08	33,076 10
283677854	EL PASO ELEC CO	82 000	2,885 80	3,813 00
285512109	ELECTRONIC ARTS INC	63 000	4,251 20	4,961 88
29084Q100	EMCOR GROUP INC	50.000	2,848 46	3,538 00
29099J109	EMERGING MARKETS STOCK	24583 471	1,061,597 19	1,075,701.40
292104106	EMPIRE ST RLTY TR INC	140.000	2,332 91	2,826 60
29265N108	ENERGEN CORP	69 000	3,175 81	3,979 23
29355X107	ENPRO INDS INC	55 000	3,131.20	3,704 80
26875P101	EOG RES INC	215 000	18,772 07	21,736.50
26884L109	EQT CORP	37 000	2,299 14	2,419 80
294429105	EQUIFAX INC	40 000	4,785 16	4,729 20
29444U700	EQUINIX INC	98.000	17,710.14	35,026.18
29476L107	EQUITY RESIDENTIAL	37 000	1,958 50	2,381 32

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296315104	ESCO TECHNOLOGIES INC	132.000	4,719 98	7,477 80
297178105	ESSEX PPTY TR INC	28 000	6,014 78	6,510 00
298736109	EURONET WORLDWIDE INC	100 000	5,978 44	7,243 00
29977A105	EVERCORE PARTNERS INC	55 000	3,649.20	3,778 50
30040W108	EVERSOURCE ENERGY	124 000	6,092 16	6,848 52
71BB58888	EXCELSIOR PRIVATE MARKETS FUND	123645 180	107,250 00	123,645 18
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	528 754	442,500 00	610,015 34
30161Q104	EXELIXIS INC	46 000	565 25	685 86
302081104	EXLSERVICE HLDGS INC	67 000	3,444 78	3,379 48
30212P303	EXPEDIA INC DEL	45 000	4,737.49	5,097.60
30231G102	EXXON MOBIL CORP	407 000	30,444.02	36,735 82
G3323L100	FABRINET	84 000	1,239 71	3,385 20
30303M102	FACEBOOK INC	734 000	56,645.23	84,446 70
311900104	FASTENAL CO	271.000	12,983 93	12,731 58
31620M106	FIDELITY NATL INFORMATION SVCS	608 000	37,765 74	45,989 12
316773100	FIFTH THIRD BANCORP	176 000	2,547.12	4,746 72
317485100	FINANCIAL ENGINES INC	79 000	2,572 42	2,903 25
32054K103	FIRST INDUSTRIAL REALTY TRUST	138 000	2,377 05	3,870 90
320867104	FIRST MIDWEST BANCORP DEL	179 000	2,808 10	4,516 17
33616C100	FIRST REP BK SAN FRANCISCO	62 000	2,727 40	5,712.68
337932107	FIRSTENERGY CORP	19 000	612 54	588 43
337738108	FISERV INC	139 000	14,629 92	14,772 92
33829M101	FIVE BELOW INC	55 000	2,000 45	2,197 80
339041105	FLEETCOR TECHNOLOGIES INC	32 000	2,832 96	4,528 64
Y2573F102	FLEXTRONICS	174 000	1,170 29	2,500.38
343412102	FLUOR CORP	22 000	1,101 83	1,155.44
302520101	FNB CORP PA	221.000	2,840 16	3,542.63
34959J108	FORTIVE CORP	77.000	3,797 61	4,129 51
34964C106	FORTUNE BRANDS HOME & SEC INC	64.000	2,954 99	3,421 44
353514102	FRANKLIN ELEC INC	78.000	2,857.43	3,034 20
30281V108	FTD COS INC	142.000	4,317 69	3,385.28
36237H101	G-III APPAREL GROUP LTD	92.000	3,988 67	2,719 52
366651107	GARTNER GROUP INC NEW	13.000	1,348.16	1,313 91
361448103	GATX CORP	24 000	1,059 42	1,477.92

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368736104	GENERAC HLDGS INC	102 000	4,281 51	4,155 48
369550108	GENERAL DYNAMICS CORP	125 000	18,611.27	21,582 50
370023103	GENERAL GROWTH PPTYS INC	61 000	1,654.67	1,523 78
370334104	GENERAL MLS INC	216 000	11,269 65	13,342 32
372460105	GENUINE PARTS CO	67 000	6,049.93	6,401 18
37518B102	GIGAMON INC	57 000	2,117 16	2,596 35
37940X102	GLOBAL PMTS INC	44 000	2,310 67	3,054.04
379577208	GLOBUS MED INC CL A	77 000	1,837 99	1,910 37
38141G104	GOLDMAN SACHS GROUP INC	156 000	19,937 54	37,354.20
360873111	GOTHAM NEUTRAL FUND INSTL CL	9354 664	92,143 44	97,475 60
388689101	GRAPHIC PACKAGING HLDG CO	261 000	1,545 91	3,257.28
391164100	GREAT PLAINS ENERGY INC	66 000	1,480 60	1,805 10
402635304	GULFPORT ENERGY CORP	37.000	1,053 76	800 68
405024100	HAEMONETICS CORP	102 000	4,629 87	4,100.40
413875105	HARRIS CORP DEL	47 000	2,859 26	4,816 09
415864107	HARSCO CORP	168 000	4,328 82	2,284 80
418056107	HASBRO INC	21 000	1,671 80	1,633 59
419879101	HAWAIIAN HLDGS INC	77 000	3,645 90	4,389 00
40416M105	HD SUPPLY HLDGS INC	33 000	1,037 82	1,402 83
421946104	HEALTHCARE RLTY TR	162 000	3,803 06	4,911 84
428291108	HEXCEL CORP NEW	76 000	3,434 43	3,909.44
40418F108	HFF INC	67.000	1,850 88	2,026.75
437076102	HOME DEPOT INC	213 000	4,116.62	28,559.04
438516106	HONEYWELL INTL INC	624 000	44,802.10	72,290 40
43940T109	HOPE BANCORP INC	233.000	3,422 12	5,100 37
G4617B105	HORIZON PHARMA PLC	163 000	2,309 04	2,637.34
443510607	HUBBELL INC	35 000	3,526 23	4,084 50
446150104	HUNTINGTON BANCSHARES INC	298 000	1,902 73	3,939.56
446413106	HUNTINGTON INGALLS INDS INC	9 000	361 48	1,657 71
44919P508	IAC / INTERACTIVECORP	27 000	1,215 47	1,749 33
G4705A100	ICON PLC	72 000	4,985.39	5,414 40
45167R104	IDEX CORP	22 000	2,086.01	1,981.32
452308109	ILLINOIS TOOL WKS INC	130.000	10,813 59	15,919 80
452327109	ILLUMINA INC	81 000	11,328 07	10,371.24

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45245E109	IMAX CORP	90 000	2,775 49	2,826.00
45337C102	INCYTE CORP	27 000	2,570.39	2,707 29
G47791101	INGERSOLL-RAND CO LTD	129 000	9,270 92	9,680.16
45774N108	INNOPHOS HLDGS INC	65 000	3,573 91	3,396 90
45778Q107	INSPERITY INC	42 000	2,838.98	2,979 90
45784P101	INSULET CORP	52 000	1,783 33	1,959 36
458140100	INTEL CORP	334 000	4,714.44	12,114.18
45841N107	INTERACTIVE BROKERS GROUP INC	90 000	3,597.29	3,285 90
45866F104	INTERCONTINENTAL EXCHANGE INC	635 000	32,167 63	35,826 70
99Z466197	INTERNATIONAL FOCUSED EQUITY	97600.499	989,692 08	1,067,690 90
460690100	INTERPUBLIC GROUP COS INC	325 000	7,567 52	7,608 25
461202103	INTUIT	57 000	5,030.77	6,532.77
464287507	ISHARES CORE S&P MID CAP ETF	1703 000	170,300 00	281,574 02
464287655	ISHARES RUSSELL 2000 ETF	2128 000	199,537 66	286,960 80
45073V108	ITT INC	156 000	5,430 63	6,016.92
466032109	J & J SNACK FOODS CORP	32.000	3,768 75	4,269 76
46625H100	J P MORGAN CHASE & CO	1204 000	52,535 68	103,893.16
48123V102	J2 GLOBAL INC	32 000	1,969 14	2,617 60
466313103	JABIL CIRCUIT INC	59 000	1,080 04	1,396 53
47102X105	JANUS CAP GROUP INC	231 000	3,492 26	3,065 37
477839104	JOHN BEAN TECHNOLOGIES CORP	17 000	1,407 81	1,461.15
478160104	JOHNSON & JOHNSON	633 000	44,450 94	72,927.93
G51502105	JOHNSON CONTROLS INTL PLC	555 000	25,215 23	22,860.45
485865109	KATE SPADE & CO	92 000	2,026 42	1,717 64
49427F108	KILROY RLTY CORP	13 000	936 03	951.86
494368103	KIMBERLY CLARK CORP	77 000	5,242.50	8,787 24
49446R109	KIMCO REALTY CORP	92 000	1,739.38	2,314 72
49803T300	KITE RLTY GROUP TR	127 000	3,095.20	2,981.96
498904200	KNOLL INC	164 000	2,746 08	4,580 52
500643200	KORN FERRY INTL	74 000	2,293 31	2,177 82
500754106	KRAFT HEINZ CORP	421 000	32,223 71	36,761.72
502424104	L-3 COMMUNICATIONS HLDGS INC	13 000	2,056.42	1,977 43
505336107	LA Z BOY INC	150.000	4,017.68	4,657.50
50540R409	LABORATORY CORP AMER HLDGS	18.000	1,816 39	2,310.84

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512807108	LAM RESEARCH CORP	95.000	7,538.71	10,044 35
513847103	LANCASTER COLONY CORP	22.000	2,245 05	3,110.58
~~518439104~~	~~LAUDER ESTEE COS INC~~	306 000	18,122 23	23,405 94
524686672	LEGG MASON BW ABSOLUTE RETURN	11034.603	124,028.93	129,215 20
525327102	LEIDOS HLDGS INC	22 000	1,065.62	1,125.08
52729N308	LEVEL 3 COMMUNICATIONS INC	65 000	2,557.53	3,663.40
536797103	LITHIA MTRS INC	46 000	4,036 45	4,454.18
539830109	LOCKHEED MARTIN CORP	79 000	15,222.07	19,745 26
540424108	LOEWS CORP	48 000	1,921 80	2,247 84
N53745100	LYONDELLBASELL INDUSTRIES NV	66 000	5,637 96	5,661.48
554382101	MACERICH CO	21 000	1,604 52	1,487 64
8EQO29993	MAN FRM ALTERNATIVE MULTI-	695 461	1,148,679 36	1,073,026 12
562750109	MANHATTAN ASSOCS INC	64 000	3,650 35	3,393 92
56418H100	MANPOWERGROUP INC	33.000	1,244 76	2,932 71
564563104	MANTECH INTL CORP	95 000	3,065 81	4,013.75
565849106	MARATHON OIL CORP	170 000	2,428 86	2,942.70
56585A102	MARATHON PETE CORP	46 000	1,819 49	2,316 10
57164Y107	MARRIOTT VACATIONS WORLDWIDE	52 000	3,463 55	4,412 20
571748102	MARSH & MCLENNAN COS INC	290 000	10,484 32	19,601 10
574599106	MASCO CORP	81 000	1,084 85	2,561 22
57636Q104	MASTERCARD INC	188 000	16,914 58	19,411 00
57665R106	MATCH GROUP INC	49 000	701 28	837 90
576853105	MATRIX SVC CO	123 000	2,253 57	2,792.10
577128101	MATTHEWS INTL CORP	56 000	2,179 26	4,303 60
577933104	MAXIMUS INC	74 000	3,701 43	4,128 46
580135101	MCDONALDS CORP	90 000	4,847 24	10,954.80
58155Q103	MCKESSON CORP	79 000	15,023 89	11,095.55
58471A105	MEDIDATA SOLUTIONS INC	79.000	3,221 05	3,923 93
G5960L103	MEDTRONIC PLC	699 000	52,228 86	49,789.77
M51363113	MELLANOX TECHNOLOGIES LTD	45 000	2,477 22	1,840.50
58933Y105	MERCK & CO INC	865.000	40,481.37	50,922 55
59156R108	METLIFE INC	452.000	15,940 10	24,358 28
592688105	METTLER TOLEDO INTERNATIONAL	15 000	3,848.15	6,278 40
595137100	MICROSEMI CORP	44 000	1,121 29	2,374 68

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594918104	MICROSOFT CORP	1384 000	58,569 64	86,001 76
596278101	MIDDLEBY CORP	57.000	5,869 16	7,342.17
603158106	MINERALS TECHNOLOGIES INC	61.000	2,755 18	4,712 25
N51488117	MOBILEYE NV	663 000	22,697 14	25,273 56
60871R209	MOLSON COORS BREWING CO	33 000	3,438 86	3,211 23
60877T100	MOMENTA PHARMACEUTICALS INC	171 000	1,695.03	2,573 55
609207105	MONDELEZ INTL INC	815 000	25,067.36	36,128.95
61174X109	MONSTER BEVERAGE CORP	1094 000	49,553 24	48,507 96
615369105	MOODYS CORP	7 000	337.47	659 89
631103108	NASDAQ INC	267 000	10,100.21	17,921 04
639050103	NATUS MEDICAL INC COM	97 000	3,019 39	3,375 60
63938C108	NAVIENT CORP	129 000	1,315 20	2,119.47
641069406	NESTLE S A	317 000	20,510 33	22,784 38
64110W102	NETEASE INC	9 000	618 89	1,938.06
64128R608	NEUBERGER BERMAN LONG SHORT	11969 332	144,709.23	154,643 77
64157F103	NEVRO CORP	20 000	1,951 94	1,453 20
651229106	NEWELL RUBBERMAID INC	174 000	6,355.18	7,769 10
651290108	NEWFIELD EXPL CO	61 000	2,548 83	2,470 50
65339F101	NEXTERA ENERGY INC	71 000	3,708 54	8,481.66
665859104	NORTHERN TR CORP	223.000	17,006 56	19,858 15
666807102	NORTHROP GRUMMAN CORP	112 000	17,139 15	26,048 96
668074305	NORTHWESTERN CORP	95 000	3,986 78	5,402 65
67103H107	O REILLY AUTOMOTIVE INC	8 000	2,066.47	2,227 28
674599105	OCCIDENTAL PETE CORP DEL	389 000	28,069 82	27,708 47
681919106	OMNICOM GROUP INC	19 000	904 81	1,617 09
682189105	ON SEMICONDUCTOR CORP	105 000	879 60	1,339 80
683745103	OPHTHOTECH CORP	53 000	2,507 71	255 99
691497309	OXFORD INDS INC	34 000	1,845 59	2,044 42
695263103	PACWEST BANCORP DEL	83 000	2,942 53	4,518 52
69840W108	PANERA BREAD CO	36 000	5,796.02	7,383 24
701094104	PARKER HANNIFIN CORP	51 000	2,047 47	7,140.00
701877102	PARSLEY ENERGY INC	112 000	1,818 38	3,946.88
70450Y103	PAYPAL HOLDINGS INC	552.000	21,468.77	21,787 44
713448108	PEPSICO INC	503 000	44,598 58	52,628 89

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G97822103	PERRIGO CO	8 000	974 03	665.84
717081103	PFIZER INC	1316 000	25,834 37	42,743 68
69331C108	PG&E CORP	176 000	9,627 54	10,695 52
718172109	PHILIP MORRIS INTL INC	758.000	53,911.84	69,349 42
693390841	PIMCO HIGH YIELD FD	19371 043	185,455 83	170,658.89
72346Q104	PINNACLE FINL PARTNERS INC	87 000	3,242 50	6,029.10
729132100	PLEXUS CORP	112 000	3,747 86	6,052 48
693475105	PNC FINL SVCS GROUP INC	378 000	28,459 24	44,210 88
73179P106	POLYONE CORP	67 000	2,182 76	2,146 68
736508847	PORTLAND GEN ELEC CO	33 000	1,189.13	1,429 89
739276103	POWER INTEGRATIONS INC	62 000	3,001 82	4,206 70
73935S105	POWERSHARES DB COMMODITY	32983 000	610,639 96	522,450 72
693506107	PPG INDS INC	308 000	32,403 58	29,186 08
69354N106	PRA GROUP INC	216 000	6,935 06	8,445 60
74112D101	PRESTIGE BRANDS HLDGS INC	52 000	2,770 33	2,709 20
74144T108	PRICE T ROWE GROUP INC	85 000	1,867.99	6,397 10
741503403	PRICELINE GROUP INC	47 000	44,287 80	68,904 82
742718109	PROCTER & GAMBLE CO	151 000	9,569 57	12,696 08
743312100	PROGRESS SOFTWARE CORP	111 000	2,862 17	3,544 23
743713109	PROTO LABS INC	45 000	3,524 84	2,310 75
69360J107	PS BUSINESS PKS INC CALIF	43.000	3,265 59	5,010 36
74460D109	PUBLIC STORAGE INC	68 000	10,372 86	15,198 00
745867101	PULTEGROUP INC	36 000	633.18	661 68
693656100	PVH CORP	15.000	1,519 90	1,353 60
74733V100	QEP RES INC	54.000	978 00	994 14
74736K101	QORVO INC	66 000	3,301 42	3,480 18
747525103	QUALCOMM INC	666 000	37,275 49	43,423 20
74758T303	QUALYS INC	69.000	2,085 35	2,183 85
750469207	RADIUS HEALTH INC	23 000	800 11	874 69
754730109	RAYMOND JAMES FINL INC	50 000	1,886 00	3,463 50
756577102	RED HAT INC	44 000	3,273.86	3,066.80
758849103	REGENCY CTRS CORP	48.000	2,219 09	3,309.60
759351604	REINSURANCE GROUP AMER INC	29 000	1,659.23	3,649 07
75970E107	RENASANT CORP	78 000	2,490.36	3,293.16

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Cusip	Asset	Units	Basis	Market Value
762760106	RICE ENERGY INC	29.000	725.96	619.15
770323103	ROBERT HALF INTL INC	70.000	1,879 15	3,414 60
775133101	ROGERS CORP	33 000	2,170 68	2,534 73
776696106	ROPER TECHNOLOGIES INC	40 000	7,200 69	7,323 20
778296103	ROSS STORES INC	89 000	4,867 28	5,838.40
749685103	RPM INTL INC	98 000	4,389 83	5,275 34
74978Q105	RSP PERMIAN INC	198 000	5,251 59	8,834 76
781846209	RUSH ENTERPRISES INC	122 000	2,987 13	3,891 80
783332109	RUTHS HOSPITALITY GROUP INC	116 000	2,080 04	2,122.80
78709Y105	SAIA INC	85 000	2,703 89	3,752.75
79466L302	SALESFORCE COM INC	587 000	22,822 14	40,186 02
800013104	SANDERSON FARMS INC	62 000	4,541 12	5,842.88
78388J106	SBA COMMUNICATIONS CORP	35 000	2,316 30	3,614 10
806857108	SCHLUMBERGER LTD	531 000	42,055 52	44,577 45
807066105	SCHOLASTIC CORP	110 000	3,994 42	5,223 90
808513105	SCHWAB CHARLES CORP NEW	640 000	8,619 19	25,260.80
808625107	SCIENCE APPLICATIONS INTL CORP	57.000	3,086 95	4,833.60
811065101	SCRIPPS NETWORKS INTERACTIVE	39.000	2,780 76	2,783.43
81211K100	SEALED AIR CORP NEW	60 000	2,853 25	2,720 40
784117103	SEI INVESTMENTS CO	36.000	782 64	1,776 96
816300107	SELECTIVE INS GROUP INC	125 000	3,102.15	5,381.25
816851109	SEMPRA ENERGY	57 000	3,186 06	5,736 48
N7902X106	SENSATA TECH HLDG NV	108.000	4,033 38	4,206 60
81762P102	SERVICENOW INC	362 000	20,408 73	26,911 08
824348106	SHERWIN WILLIAMS CO	5 000	1,254 87	1,343.70
825690100	SHUTTERSTOCK INC	45 000	2,056 11	2,138 40
828806109	SIMON PPTY GROUP INC NEW	47 000	6,965 69	8,350 49
830566105	SKECHERS U S A INC	99 000	2,796 74	2,433 42
78440X101	SL GREEN RLTY CORP	39 000	3,564.35	4,194.45
78442P106	SLM CORP	137 000	859.53	1,509 74
832696405	SMUCKER J M CO	147 000	19,283 81	18,824.82
835495102	SONOCO PRODS CO	134 000	6,470 52	7,061 80
840441109	SOUTH STATE CORP	64 000	3,856 49	5,593 60
848637104	SPLUNK INC	501 000	22,370 05	25,626 15

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84920Y106	SPORTSMANS WHSE HLDGS INC	211.000	2,375 86	1,981 29
854502101	STANLEY BLACK & DECKER INC	98 000	10,738 19	11,239 62
~~855244109~~	~~STARBUCKS CORP~~	1161 000	38,600 39	64,458 72
857477103	STATE STR CORP	24 000	1,417.75	1,865 28
858119100	STEEL DYNAMICS INC	75 000	1,382 18	2,668.50
867224107	SUNCOR ENERGY INC	202 000	6,728.29	6,603 38
867914103	SUNTRUST BKS INC	74 000	2,004.29	4,058.90
868157108	SUPERIOR ENERGY SVCS INC	159 000	2,888.93	2,683 92
86881L106	SURGICAL CARE AFFILIATES INC	49 000	2,233.30	2,267 23
87157D109	SYNAPTICS INC	36 000	3,038 71	1,928 88
87157B103	SYNCHRONOSS TECHNOLOGIES INC	75 000	3,617 07	2,872.50
87165B103	SYNCHRONY FINL	25 000	789 69	906 75
87236Y108	TD AMERITRADE HLDG CORP	100.000	1,563 50	4,360.00
H84989104	TE CONNECTIVITY LTD	30 000	964 50	2,078 40
880349105	TENNECO INC	28 000	1,299 12	1,749 16
881609101	TESORO CORP	11 000	933 67	961 95
88166T101	TESSERA HLDG CORP	67 000	2,006 09	2,961 40
882508104	TEXAS INSTRS INC	654 000	27,166.87	47,722 38
883203101	TEXTRON INC	45 000	1,809.14	2,185.20
589509108	THE MERGER FD	9899 843	153,249 57	155,031.54
883556102	THERMO FISHER SCIENTIFIC CORP	329 000	32,392 76	46,421.90
887317303	TIME WARNER INC	286 000	22,218 64	27,607 58
887389104	TIMKEN CO	39 000	1,423.42	1,548 30
872540109	TJX COS INC NEW	205 000	11,516 83	15,401 65
891027104	TORCHMARK CORP	27 000	903 78	1,991 52
891906109	TOTAL SYS SVCS INC	81 000	3,608.00	3,971 43
89417E109	TRAVELERS COS INC	190 000	13,561 35	23,259 80
G9019D104	TRAVELPORT WORLDWIDE LTD	159.000	2,079 90	2,241.90
89469A104	TREEHOUSE FOODS INC	38.000	2,660 62	2,743 22
89531P105	TREX INC	60 000	2,969 31	3,864.00
87265H109	TRI POINTE HOMES INC	232 000	3,183 15	2,663.36
896288107	TRINET GROUP INC	118.000	3,004 94	3,023 16
89785X101	TRUEBLUE INC	185 000	3,959 42	4,560.25
90347A100	UBIQUITI NETWORKS INC	40 000	2,160.36	2,312 00

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90384S303	ULTA SALON COSMETICS &	26 000	2,394 56	6,628 44
902788108	UMB FINL CORP	57 000	3,402 40	4,395.84
~~904214103~~	~~UMPQUA HLDGS CORP~~	198 000	3,336 17	3,718.44
904311107	UNDER ARMOUR INC	211 000	7,414 80	6,129 55
904311206	UNDER ARMOUR INC	130 000	3,935 35	3,272.10
907818108	UNION PAC CORP	177 000	15,007.53	18,351.36
909907107	UNITED BANKSHARES INC WEST VA	85 000	2,436 73	3,931 25
90984P303	UNITED CMNTY BK BLAIRSVILLE GA	171 000	3,043.43	5,065 02
911312106	UNITED PARCEL SVC INC	391 000	34,385 14	44,824.24
913017109	UNITED TECHNOLOGIES CORP	181 000	14,092 97	19,841.22
91324P102	UNITEDHEALTH GROUP INC	290 000	40,691 24	46,411 60
913903100	UNIVERSAL HLTH SVCS INC	11.000	1,343 06	1,170.18
91529Y106	UNUM GROUP	101.000	3,357.74	4,436 93
902973304	US BANCORP DEL	883 000	33,895 51	45,359.71
91913Y100	VALERO ENERGY CORP NEW	132 000	9,276.35	9,018.24
92047W101	VALVOLINE INC	41 000	966.19	881 50
921943858	VANGUARD FTSE DEVELOPED	16247 000	587,090 55	593,665.38
922042858	VANGUARD FTSE EMERGING MKTS	13591 000	479,757.73	486,285 98
922908553	VANGUARD REIT	12075 000	783,484 17	996,549 75
922908363	VANGUARD S&P 500 ETF	5365 000	1,028,348 51	1,101,488 15
918194101	VCA INC	30 000	2,106 13	2,059 50
92343V104	VERIZON COMMUNICATIONS INC	473 000	15,300.40	25,248 74
92532F100	VERTEX PHARMACEUTICALS INC	16 000	769 22	1,178.72
92826C839	VISA INC	1076 000	30,478.60	83,949 52
91843L103	VWR CORP	166 000	4,433 85	4,154.98
92927K102	WABCO HLDGS INC	15 000	1,349.06	1,592.25
930427109	WAGEWORKS INC	58.000	3,367.76	4,205 00
931142103	WAL-MART STORES INC	184 000	13,638 16	12,718 08
931427108	WALGREENS BOOTS ALLIANCE INC	424 000	28,640 45	35,090 24
94106L109	WASTE MGMT INC DEL	163.000	6,490.50	11,558 33
92939U106	WEC ENERGY GROUP INC	90 000	3,076 32	5,278 50
949746101	WELLS FARGO & CO	932 000	31,220 64	51,362 52
95082P105	WESCO INTL INC	35 000	1,994.89	2,329 25
957638109	WESTERN ALLIANCE BANCORP	104 000	3,791.01	5,065 84

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Cusip	Asset	Units	Basis	Market Value
958102105	WESTERN DIGITAL CORP	11.000	374 66	747.45
96145D105	WESTROCK CO	42 000	1,439 96	2,132 34
966837106	WHOLE FOODS MKT INC	91 000	3,554.56	2,799.16
978097103	WOLVERINE WORLD WIDE INC	123.000	3,144 85	2,699.85
98389B100	XCEL ENERGY INC	457 000	18,073 40	18,599.90
G98294104	XL GROUP LTD	27 000	861.96	1,006 02
98419M100	XYLEM INC	137 000	5,219 21	6,784.24
98956P102	ZIMMER BIOMET HLDGS INC	12 000	1,230 61	1,238 40
98978V103	ZOETIS INC	107 000	4,411 08	5,727 71
	Cash/Cash Equivalent	420996 100	420,996 10	420,996 10
		Totals·	14,799,317.20	16,589,417 69