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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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

ENVELOPE POSTMARK DATE MAY 1 8 2018

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: IONE C. DAVIS TRUST 5655000113

A Employer identification number: 35-6413272

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: REGIONS BANK, TRUST DEPT. P O BOX 11647

B Telephone number (see instructions): 251-690-1024

City or town, state or province, country, and ZIP or foreign postal code: BIRMINGHAM, AL 35202

6

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

04

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) ▶ $ 3,386,908.

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 ▶ ☐

03
04

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).)

	Line	Description	(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	63,938.	60,404.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	172,081.			
	b	Gross sales price for all assets on line 6a 2,118,582.				
	7	Capital gain net income (from Part IV, line 2)		172,081.		
	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	**Total.** Add lines 1 through 11	236,019.	232,485.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	35,448.	28,358.		7,090.
	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 2	1,000.	NONE	NONE	1,000.
	c	Other professional fees (attach schedule) STMT 3	7,095.	7,095.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	4,839.	2,095.		
	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 5	311.	311.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	48,693.	37,859.	NONE	8,090.
	25	Contributions, gifts, grants paid	150,517.			150,517.
	26	**Total expenses and disbursements** Add lines 24 and 25	199,210.	37,859.	NONE	158,607.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	36,809.			
	b	**Net investment income** (if negative, enter -0-)		194,626.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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Form **990-PF** (2017)

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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	NONE	79.	79.
2	Savings and temporary cash investments	57,101.	168,163.	168,163.
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) STMT 6	240,754.	46,731.	46,461.
b	Investments - corporate stock (attach schedule) STMT 7	2,044,653.	1,593,504.	2,125,837.
c	Investments - corporate bonds (attach schedule) STMT 19	387,906.	54,138.	54,197.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 21		898,409.	992,171.
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)	2,730,414.	2,761,024.	3,386,908.
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 ▶ X and complete lines 27 through 31			
27	Capital stock, trust principal, or current funds	2,730,414.	2,761,024.	
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)	2,730,414.	2,761,024.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,730,414.	2,761,024.	

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	2,730,414.
2	Enter amount from Part I, line 27a	2	36,809.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 24	3	2,217.
4	Add lines 1, 2, and 3	4	2,769,440.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 25	5	8,416.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,761,024.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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				
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	2,118,582.		1,946,501.	172,081.
b				
c				
d				
e				

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				172,081.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 172,081.

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 doesn't 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))
2016	202,957.	3,064,874.	0.066220
2015	207,086.	3,243,680.	0.063843
2014	197,438.	3,345,025.	0.059024
2013	191,659.	3,269,504.	0.058620
2012	153,667.	3,125,515.	0.049165

2	**Total** of line 1, column (d)	2	0.296872
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.059374
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	3,237,726.
5	Multiply line 4 by line 3.	5	192,237.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,946.
7	Add lines 5 and 6	7	194,183.
8	Enter qualifying distributions from Part XII, line 4	8	158,607.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,893.
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	NONE
3	Add lines 1 and 2	3	3,893.
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	3,893.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 880.		
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	880.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	3,013.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ NONE **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 the 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. ▶ IN			
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 2017 or the tax year beginning in 2017? See the 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 ▶ N/A

14 The books are in care of ▶ REGIONS BANK TRUST DEPT Telephone no. ▶ (251)690-1024

Located at ▶ 201 MILAN PARKWAY, BIRMINGHAM, AL ZIP+4 ▶ 35211

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 2017, 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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ 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 2017 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 2017.)		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 2017?		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		
	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).			
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
REGIONS BANK One Indiana Square, INDIANAPOLIS, IN 46204	TRUSTEE 1	42,543.	-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		-0-	-0-	-0-

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	3,287,031.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,287,031.
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	3,287,031.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,305.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,237,726.
6	**Minimum investment return.** Enter 5% of line 5	6	161,886.

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	161,886.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	3,893.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,893.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	157,993.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	157,993.
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	157,993.

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	158,607.
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	158,607.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	158,607.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				157,993.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012 — NONE				
b From 2013 — NONE				
c From 2014 — NONE				
d From 2015 — NONE				
e From 2016 — 16,755.				
f Total of lines 3a through e	16,755.			
4 Qualifying distributions for 2017 from Part XII, line 4. ▶ $ 158,607.				
a Applied to 2016, but not more than line 2a			NONE	
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 2017 distributable amount				157,993.
e Remaining amount distributed out of corpus	614.			
5 Excess distributions carryover applied to 2017 (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	17,369.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				NONE
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 2012 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	17,369.			
10 Analysis of line 9:				
a Excess from 2013 — NONE				
b Excess from 2014 — NONE				
c Excess from 2015 — NONE				
d Excess from 2016 — 16,755.				
e Excess from 2017 — 614.				

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 2017, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(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).)

N/A

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.

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ST VINCENT FRANKFORT HOSP FOUND. ATTN: THOMAS 1300 SOUTH JACKSON ST. FRANKFORT IN 40041	NONE	PC	NURSES EDUCATION	15,052.
INDIANA UNIV SCHOOL OF MEDICINE C/O TRUSTEES P O BOX 7059 INDIANAPOLIS IN 46207-7059	NONE	PC	SCHOLARSHIPS FOR MEDICAL SCHOOL	30,103.
PURDUE UNIVERSITY DIR OF PLANNED GIFT ADMINIS OFFICE OF PLANNED GIVING WEST LAFAYETTE IN 4	NONE	PC	GENERAL SUPPORT GRANT	60,207.
AMERICAN RED CROSS OFFICE OF THE GENERAL COUN ATTN RENEE SEAGER WASHINGTON DC 20006	NONE	PC	GENERAL SUPPORT GRANT	30,103.
SALVATION ARMY INDIANA DIVISIONAL HEADQUARTER ATTN LEGAL DEPARTMENT HOFFMAN ESTATES IL 601	NONE	PC	GENERAL SUPPORT GRANT	15,052.
Total ▶ **3a**				150,517.
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	63,938.	
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	172,081.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				236,019.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 236,019.

(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

		Line	Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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) (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

Gregory C. Prince | 04/28/2018 | TRUST OFFICER

Signature of officer or trustee | Date | Title

REGIONS BANK, TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
SHAWN P. HANLON	CPA	04/28/2018	X	P00965923

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET PITTSBURGH, PA 15219 Phone no 412-355-6000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	73.	73.
FOREIGN DIVIDENDS	14,111.	14,111.
NONDIVIDEND DISTRIBUTIONS	3,534.	
DOMESTIC DIVIDENDS	22,976.	22,976.
OTHER INTEREST	364.	364.
CORPORATE INTEREST	4,623.	4,623.
FOREIGN INTEREST	647.	647.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	4,850.	4,850.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	5,736.	5,736.
NONQUALIFIED FOREIGN DIVIDENDS	471.	471.
NONQUALIFIED DOMESTIC DIVIDENDS	6,553.	6,553.
TOTAL	63,938.	60,404.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	7,095.	7,095.
TOTALS	7,095.	7,095.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,233.	1,233.
FEDERAL TAX PAYMENT - PRIOR YE	2,744.	
FOREIGN TAXES ON QUALIFIED FOR	834.	834.
FOREIGN TAXES ON NONQUALIFIED	28.	28.
TOTALS	4,839.	2,095.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	311.	311.
TOTALS	311.	311.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
"UNITED STATES TREASURY DTD	39,079.	14,913.	14,802.
"UNITED STATES TREASURY DTD	42,291.	8,839.	8,799.
"UNITED STATES TREASURY DTD	40,354.	8,839.	8,781.
"UNITED STATES TREASURY DTD	88,248.	7,969.	7,971.
"UNITED STATES TREASURY N/B DT	30,782.	6,171.	6,108.
TOTALS	240,754.	46,731.	46,461.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ACADIA HEALTHCARE CO INC	3,069.	2,608.	1,827.
"ACCENTURE PLC SEDOL #B4BNMY3	2,145.	9,008.	11,482.
ACTELION LTD - UNSP ADR	1,375.		
ACTIVISION BLIZZARD INC	1,869.	1,308.	5,762.
ADOBE SYSTEMS INC	12,511.	5,572.	10,339.
AGILENT TECHNOLOGIES INC	2,224.	2,224.	4,219.
AIR PRODS & CHEMS INC	3,104.	2,339.	3,282.
AKAMAI TECHNOLOGIES INC	13,810.	2,734.	3,902.
ALEXION PHARMACEUTICALS INC	12,303.		
ALLEGHENY TECHNOLOGIES INC	3,189.	2,886.	3,476.
ALPHABET INC CA-CL A	1,778.	508.	2,107.
ALPHABET INC CA-CL C	5,059.	2,748.	9,418.
ALTRIA GROUP INC	5,553.	3,476.	3,928.
AMAG PHARMACEUTICALS INC	1,958.		
AMAZON.COM INC	6,880.	2,605.	10,525.
AMERICAN AXLE & MFG HLDGS INC	2,508.	2,508.	2,486.
AMERICAN EAGLE OUTFITTERS INC	1,882.		
AMERICAN EQUITY INVT LIFE	2,256.		
AMERICAN EXPRESS CO	7,120.	3,579.	6,654.
AMERICAN TOWER CORPORATION CL	8,794.	7,221.	11,556.
AMERISOURCEBERGEN CORP	7,081.	5,399.	6,795.
AMGEN INC	6,019.	3,803.	4,348.
AMN HEALTHCARE SERVICES INC	602.		
AMPHENOL CORP CL A	8,464.	4,783.	11,063.
ANHEUSER BUSCH INBEV SPONSOR A	12,822.	12,372.	11,825.
ANI PHARMACEUTICALS INC	1,261.		
ANSYS INC	8,642.	5,002.	9,889.
ANTHEM INC	7,254.	4,016.	6,975.
AON PLC	3,339.	6,697.	8,308.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
APOGEE ENTERPRISES INC	2,270.	2,270.	2,241.
ARRIS INTERNATIONAL PLC	2,368.	1,961.	1,721.
ASHFORD HOSPITALITY TRUST	991.		
"ASHTEAD GROUP PLC UNSPONSORE	1,355.	3,184.	4,679.
ASSA ABLY AB	4,492.	10,406.	10,526.
ASSOC BRITISH FOODS-UNSP ADR	1,935.		
AUTODESK INC	1,921.	2,007.	5,661.
BANCA MEDIOLANUM SPA - ADR	1,760.		
BANK OF AMERICA CORP	4,721.	3,366.	4,576.
BANK OF NEW YORK MELLON CORP	3,003.	2,047.	3,016.
BARON EMERGING MARKETS INST	198,839.	256,158.	335,309.
"BHP BILLITON LTD SPONSORED AD	4,369.	7,692.	10,210.
BIG LOTS INC	1,849.		
BIO-RAD LABORATORIES INC CL A	1,465.	1,465.	3,103.
BLACK KNIGHT FINANCIAL CLASS A	3,030.	2,984.	3,355.
BLOOMIN' BRANDS INC	2,545.	3,005.	3,393.
BOISE CASCADE COMPANY	1,428.	1,371.	1,995.
BORG WARNER INC	2,344.	2,383.	3,270.
BOSTON PROPERTIES INC	1,988.	1,884.	2,341.
BOYD GAMING CORP	2,207.	1,259.	2,489.
"BRITISH AMERN TOB PLC SPONSOR	5,705.	11,502.	12,661.
BUILDERS FIRSTSOURCE INC	1,383.	2,172.	3,966.
CABOT CORP	1,425.	1,425.	2,032.
CACI INTERNATIONAL INC CL A	1,954.	2,752.	3,044.
CALATLANTIC GROUP INC	2,456.		
CALLON PETROLEUM CO	1,841.	2,209.	1,944.
CANADIAN NATIONAL RAILWAY	2,749.	5,277.	6,270.
CAPGEMINI SA - UNSPONSOR ADR	1,953.		
CAPITAL ONE FINL CORP	3,692.	2,448.	3,684.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CARDTRONICS PLC	1,332.		
CARLSBERG A/S - B -SPON ADR	2,818.	5,765.	7,802.
CARRIZO OIL & GAS INC	2,853.	3,630.	2,320.
CBRE GROUP INC	3,069.	2,898.	5,457.
CHARTER COMMUNICATIONS INC A	5,390.		
CHEMICAL FINANCE CORP	1,132.	2,027.	2,994.
CHESAPEAKE UTILITIES CORP	1,016.	503.	628.
CHEVRON CORP	8,807.	3,762.	5,508.
CIE FINANCIERE RICH - UNSP ADR	1,694.		
CIMAREX ENERGY CO	2,427.	2,182.	2,562.
CINEMARK HOLDINGS INC	1,660.		
CIRRUS LOGIC CORP	822.		
CITIGROUP INC	4,899.	3,638.	6,399.
"COGNIZANT TECHNOLOGY SOLUTION	7,877.		
COHERENT INC	1,011.	355.	1,693.
COLUMBIA PROPERTY TRUST INC	1,735.	1,989.	2,134.
COMPASS GROUP PLC ADR	3,656.	7,523.	8,606.
CONTINENTAL AG SPONSORED ADR	2,489.	4,339.	5,442.
CONTINENTAL RESOURCES INC OK	2,671.	2,368.	3,761.
COSTCO WHOLESALE CORP	11,165.	4,542.	8,189.
CR BARD INC	1,478.		
CROWN HOLDINGS INC	6,159.	3,562.	4,388.
CSX CORP	2,707.		
CUMMINS INC	2,502.	2,388.	4,769.
CVS HEALTH CORPORATION	6,279.		
CYNOSURE INC CLASS A	1,240.		
D R HORTON INC	2,927.		
"DAIWA HOUSE INDUS UNSPONSORED	4,776.	9,237.	13,473.
DANAHER CORP DEL	9,816.	5,894.	10,117.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DARDEN RESTAURANTS INC	1,773.	1,649.	3,841.
DAVITA INC	8,558.		
DELEK US HOLDINGS, INC	1,262.	764.	1,433.
DENTSPLY SIRONA INC	2,682.	2,629.	3,292.
DEPOMED INC	741.		
DEXCOM INC	12,230.	4,673.	4,649.
DISH NETWORK CORP -A	9,111.	6,154.	5,969.
DOVER CORP	3,226.	3,266.	4,040.
DREW INDUSTRIES INC	941.		
DUPONT FABROS TECHNOLOGY (REIT	1,157.		
DYCOM INDS INC	2,775.	2,775.	3,789.
EAGLE BANCORP, INC	1,475.	1,878.	2,316.
EASTMAN CHEMICAL CO	3,479.	3,339.	4,447.
EATON VANCE CORP COM NON VTG	2,731.	2,692.	3,947.
ECHOSTAR CORPORATION	1,826.	1,714.	2,755.
ECOLAB INC	10,130.	6,247.	9,795.
ELECTRONICS FOR IMAGING INC	2,482.	2,880.	1,949.
EMCOR GROUP INC	1,451.	2,250.	3,188.
EMERGENT BIOSOLUTIONS INC	1,744.	1,462.	2,695.
ENERSYS	1,487.	1,875.	1,880.
ENTEGRIS INC	1,123.	858.	2,162.
EPR PROPERTIES	1,913.		
EURONET WORLDWIDE INC	1,159.	1,244.	2,107.
EXXON MOBIL CORP	7,754.	4,473.	4,851.
FABRINET	834.		
FACEBOOK INC - A	12,243.	5,135.	10,764.
FANUC CORPORATION	1,923.	3,070.	4,135.
FCB FINANCIAL HOLDINGS CL A	1,664.	1,945.	2,591.
"FEDERAL HOME LOAN MORTGAGE CO	2,868.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
"FEDERAL HOME LOAN MORTGAGE CO	2,582.	2,025.	2,057.
"FEDERAL HOME LOAN MORTGAGE CO	4,229.		
"FEDERAL HOME LOAN MORTGAGE CO	6,966.		
"FEDERAL HOME LOAN MORTGAGE CO	5,506.		
"FEDERAL HOME LOAN MORTGAGE CO	4,568.	3,454.	3,426.
"FEDERAL HOME LOAN MORTGAGE CO	11,922.		
"FEDERAL HOME LOAN MORTGAGE CO	6,550.		
"FEDERAL HOME LOAN MORTGAGE CO	7,502.		
"FEDERAL HOME LOAN MORTGAGE CO	6,968.		
"FEDERAL HOME LOAN MORTGAGE CO	9,788.		
"FEDERAL HOME LOAN MORTGAGE CO	26,685.		
"FEDERAL HOME LOAN MTG CORP PO	4,911.		
"FEDERAL HOME LOAN MTG CORP PO	6,599.	5,294.	5,184.
"FEDERAL HOME LOAN MTGE CORP	6,115.	4,706.	4,611.
"FEDERAL NATIONAL MORTGAGE ASS	5,162.		
"FEDERAL NATIONAL MORTGAGE ASS	16,048.		
"FEDERAL NATIONAL MORTGAGE ASS	2,015.		
"FEDERAL NATIONAL MORTGAGE ASS	4,607.	1,863.	1,899.
"FEDERAL NATIONAL MORTGAGE ASS	2,989.	2,560.	2,570.
"FEDERAL NATIONAL MORTGAGE ASS	3,699.	2,985.	2,988.
"FEDERAL NATIONAL MORTGAGE ASS	6,848.	5,805.	5,723.
"FEDERAL NATIONAL MORTGAGE ASS	8,528.	3,673.	3,686.
"FEDERAL NATIONAL MORTGAGE ASS	7,947.		
"FEDERAL NATIONAL MORTGAGE ASS	10,871.	8,692.	8,504.
"FEDERAL NATIONAL MORTGAGE ASS	4,754.		
"FEDERAL NATIONAL MORTGAGE ASS	3,437.	2,794.	2,848.
"FEDERAL NATIONAL MORTGAGE ASS	4,178.		
"FEDERAL NATIONAL MORTGAGE ASS	6,152.	5,298.	5,482.
"FEDERAL NATIONAL MORTGAGE ASS	6,730.	5,562.	5,581.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
"FEDERAL NATIONAL MORTGAGE ASS	13,950.		
"FEDERAL NATIONAL MORTGAGE ASS	14,062.		
"FEDERAL NATIONAL MORTGAGE ASS	9,612.	3,783.	3,715.
"FEDERAL NATIONAL MORTGAGE ASS	8,481.		
"FEDERAL NATIONAL MORTGAGE ASS	5,491.		
FIRST INTERSTATE BANCSYSTEM IN	1,284.	1,284.	1,282.
FLEETCOR TECHNOLOGIES INC	10,160.	6,444.	8,467.
FNB CORP	2,303.	3,167.	3,248.
FORTIVE CORPORATION	8,951.	6,177.	8,610.
"FRECENIUS SE & CO KGAA - SPON	2,477.	5,379.	6,082.
FREEPORT-MCMORAN COPPER & GOLD	1,643.	988.	4,057.
GATX CORP	2,599.	2,499.	3,232.
GEA GROUP AG - SPON ADR	1,463.		
GENERAL DYNAMICS CORP	1,473.	1,660.	4,679.
GENERAL ELECTRIC CO	9,349.		
GENPACT LIMITED	6,529.	3,673.	7,015.
GLOBAL PMTS INC	1,512.	1,512.	6,315.
GLOBUS MEDICAL INC-A	1,486.	1,139.	1,891.
GRAND CANYON EDUCATION INC.	1,588.	865.	1,880.
GRANITE CONSTR INC	1,287.	1,861.	2,918.
GRAPHIC PACKAGING HOLDING CO	2,455.	2,626.	3,538.
GREAT WESTERN BANCORP INC	2,637.	2,405.	3,144.
GULFPORT ENERGY CORP	2,775.	2,775.	1,391.
HALLIBURTON CO	5,314.	4,060.	5,962.
HEADWATERS INC	1,625.		
HILLTOP HOLDINGS INC	1,857.	1,126.	1,267.
HOME BANCSHARES INC	2,367.	2,742.	2,860.
HOME DEPOT INC	4,741.	2,745.	4,170.
HONEYWELL INTERNATIONAL INC	6,874.	4,097.	8,281.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HOPE BANCORP INC	1,489.	1,596.	1,971.
HORACE MANN EDUCATORS CORP N	800.		
HORIZON PHARMA PLC	1,126.		
HUNTSMAN CORP	1,576.		
IBM CORP	4,381.	2,042.	2,067.
ICU MEDICAL INC	1,346.	1,095.	1,944.
ILLINOIS TOOL WORKS INC	4,723.	3,306.	6,173.
INFORMA PLC -SP ADR	3,016.	3,295.	3,814.
INTEGRATED DEVICE TECH INC	1,135.	947.	1,784.
INTERCONTINENTALEXCHANGE	2,748.	2,748.	6,209.
INTUIT INC	2,878.	7,979.	14,200.
INTUITIVE SURGICAL INC	10,189.	3,696.	10,583.
IRIDIUM COMMUNICATIONS, INC	1,741.	1,741.	1,947.
ISHARES CORE S & P 500 ETF	138,832.	469,475.	565,660.
J P MORGAN CHASE & CO	5,718.	4,834.	11,763.
J2 GLOBAL INC	1,989.	1,989.	2,626.
"JAPAN TOBACCO INC UNSPONSORED	2,991.		
"JO HAMBRO INTERNATIONAL SELEC	115,636.		
JOHNSON & JOHNSON	3,614.	2,172.	5,030.
KATE SPADE & CO	1,264.		
KBC GROEP NV UNSP ADR	1,481.		
"KDDI CORPORATION - UNSPONSORE	2,356.	4,536.	4,528.
KEYCORP	2,018.	1,904.	4,054.
KEYSIGHT TECHNOLOGIES INC	2,641.	2,664.	3,536.
KIMBERLY CLARK CORP	5,593.	2,627.	2,534.
KITE REALTY GROUP TRUST REIT	1,881.		
"KOMATSU LTD SPON ADR NEW ONE	1,674.	3,897.	6,630.
KORN FERRY INTL COM NEW	1,532.	1,719.	2,483.
"LABORATORY CORP OF AMERICA C	2,702.	2,583.	3,509.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LAUDER ESTEE COS INC CL A	11,738.	5,284.	9,797.
MAINGATE MLP FUND	99,844.		
MAKITA CORP	3,242.	6,886.	9,500.
MARSH & MCLENNAN COS INC	4,655.	2,999.	4,476.
MARTIN MARIETTA MATLS INC	2,871.	2,741.	4,200.
MASCO CORP	2,326.	2,183.	5,361.
MASTEC INC	1,907.	2,244.	2,888.
MATSON INC	1,364.		
MAXIMUS INC	1,965.		
MAXLINEAR, INC CLASS A	1,174.	2,481.	2,853.
MEAD JOHNSON NUTRITION COMPANY	11,377.		
MEDNAX, INC MEDNAX	1,655.	1,485.	1,870.
MERCK & CO. INC. NEW	9,466.	5,699.	5,514.
METHODE ELECTRONICS INC	1,578.		
METLIFE INC	3,339.	1,754.	2,730.
MICROSEMI CORP	1,255.	1,255.	2,634.
MICROSOFT CORP	5,373.	3,180.	4,961.
"MOTOROLA SOLUTIONS INC	4,833.	5,177.	6,504.
NATIONAL OILWELL VARCO INC	4,283.	2,109.	2,341.
NEOPHOTONICS CORPORATION	1,326.		
NEWFIELD EXPL CO	1,727.	1,547.	2,176.
"NOVARTIS A G ADR ONE ADR REPR	12,864.	14,001.	15,113.
NUANCE COMMUNICATIONS INC	5,650.		
NXP SEMICONDUCTORS NV	11,452.	4,247.	6,323.
OMNICELL INC	1,116.	1,434.	2,280.
ORBITAL ATK INC	2,655.		
PACKAGING CORP OF AMERICA	2,379.	2,564.	4,581.
OXFORD INDUSTRIES INC	2,238.	2,238.	2,632.
PAYPAL HOLDINGS INC W/I	11,426.	5,313.	10,233.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
"PHILIP MORRIS INTL INC	7,676.	3,572.	5,388.
PRIMORIS SERVICES CORPORATION	1,112.		
PROGRESSIVE CORP OHIO	5,565.	4,070.	8,110.
PRUDENTIAL HIGH YIELD FUND CL	98,220.	26,897.	27,392.
PRUDENTIAL PLC ADR	5,184.	13,177.	17,214.
RADIAN GROUP INC	3,441.	2,932.	3,833.
RAYMOND JAMES FINL INC	2,488.	2,444.	5,179.
"RED ELECTRICA CORPORATION SA	2,544.	5,214.	5,774.
REED ELSEVIER PLC - SPON ADR	3,039.		
REINSURANCE GROUP OF AMERICA	1,903.	1,845.	4,990.
RENAISSANCE RE HLDGS LTD	2,428.	2,223.	2,763.
REPUBLIC SVCS INC CL A	2,903.		
ROPER TECHNOLOGIES INC	12,467.	6,886.	10,101.
ROYAL DUTCH SHELL PLC-ADR	7,302.	12,494.	16,944.
ROYAL KPN NV	1,597.		
RYANAIR HOLDINGS PLC SP ADR	2,412.	3,548.	4,272.
RYMAN HOSPITALITY PPTYS INC	1,041.	1,041.	1,449.
RYOHIN KEIKAKU CO LTD UNSP ADR	3,053.	6,548.	10,263.
SALESFORCE.COM INC	6,921.	3,761.	9,712.
SAMPO OYJ - A SHS-UNSP ADR	4,903.	8,859.	10,028.
"SAP SE ONE ADR REPRS 1/12TH O	4,367.	13,077.	15,169.
SBA COMMUNICATIONS CORP	10,332.	5,717.	9,802.
SCANSOURCE INC	1,216.		
SCHLUMBERGER LTD	6,220.	3,531.	3,437.
SCOTTS MIRACLE-GRO CO - CL A	1,547.	1,503.	3,638.
SEALED AIR CORP	2,391.	2,139.	4,338.
SEMPRA ENERGY	6,661.	3,617.	4,063.
SEVEN & I HOLDINGS CO.,LTD.	2,699.		
"SHIRE PLC SPONSORED ADR ONE A	4,907.	11,375.	9,928.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SIGNET JEWELERS LTD	1,975.		
"SINCLAIR BROADCAST GROUP INC	2,119.	2,119.	2,990.
SKYWEST INC	453.	453.	1,646.
SMITH (A.O.) CORP	3,643.	4,664.	5,883.
SNAP ON INC	2,774.	2,537.	5,578.
"SOFTBANK GROUP CORPORATION -	2,661.		
"SONY CORP SPONSORED ADR ONE A	1,974.	4,559.	7,102.
STAMPS.COM INC.	1,150.		
STARBUCKS CORP	9,416.	3,552.	6,432.
STATE STREET CORP	5,628.	3,149.	5,661.
STATOIL ASA -SPON ADR	2,176.	3,999.	5,098.
STIFEL FINL CORP	2,387.	2,222.	3,216.
"SUMITOMO MITSUI FINL GROUP IN	4,315.	7,600.	9,116.
SUNCOR ENERGY INC	6,932.	8,708.	12,044.
SUPERNUS PHARMACEUTICALS	1,043.	542.	1,275.
SWEDBANK AB	2,646.		
SWIFT TRANSPORTATION CO.	1,640.		
SYNCHRONY FINANCIAL	6,230.	5,312.	7,375.
SYNERGY RESOURCES CORP	2,104.		
SYNOPSYS INC	1,940.	1,836.	4,518.
TARGET CORP	5,332.		
"TE CONNECTIVITY LTD SEDOL	4,900.		
TELENOR ASA-ADS	3,023.	5,187.	6,267.
TEMPLETON GLOBAL BOND FUND ADV	51,703.	12,400.	13,428.
TESSERA HOLDING CORP	3,063.		
"TEVA PHARMACEUTICAL INDS SPON	14,626.		
THOR INDS INC	866.	113.	452.
TIME WARNER INC	8,512.	4,992.	7,043.
TJX COS INC	4,089.	10,344.	11,087.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOTAL SYS SVCS INC	3,810.	3,591.	5,536.
TRAVELERS COMPANIES, INC.	2,529.	1,388.	3,798.
TRI POINTE GROUP INC	2,391.	2,114.	3,082.
TRINSEO SA	2,348.	2,348.	3,194.
TRIPADVISOR INC. - W/I	14,042.		
TWENTY FIRST CENTURY FOX B	8,918.	4,953.	6,244.
U S CONCRETE INC	1,363.	870.	2,008.
UMPQUA HOLDINGS CORP	1,862.	1,363.	1,789.
UNDER ARMOUR INC CLASS A	4,814.		
UNDER ARMOUR INC CLASS C	7,336.		
"UNILEVER PLC SPONSORED ADR ON	3,557.	9,458.	10,791.
UNITED HEALTH GROUP INC	2,857.	1,714.	3,307.
UNITED TECHNOLOGIES CORP	6,504.	3,172.	5,103.
US BANCORP DEL	8,595.	5,519.	7,340.
VALEO SA	3,998.	8,039.	10,566.
VCA, INC.	1,155.		
VINCI SA	3,526.	7,175.	10,073.
VISA INC - CLASS A SHRS	10,497.	4,774.	12,314.
VWR CORP	3,068.		
WABTEC	8,407.	3,990.	5,049.
WEB.COM GROUP INC.	2,014.	2,014.	2,006.
WEC ENERGY GROUP INC	2,208.	2,116.	3,056.
WELLS FARGO & CO	7,052.	5,026.	8,372.
WESBANCO INC	860.		
WESTERN ALLIANCE BANCORP	1,895.	1,193.	2,888.
WINTRUST FINANCIAL CORP	1,968.	2,164.	3,707.
WOLSELEY PLC ADR	3,890.		
"WOLTERS KLUWER N V SPONSORED	2,640.	7,893.	10,645.
WOLVERINE WORLD WIDE INC	1,797.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WOODWARD INC	1,883.	1,840.	3,291.
WORLDPAY GROUP PLC - UNSP ADR	2,584.		
XEROX CORP	6,464.	2,005.	2,099.
XILINX INC	2,555.	2,446.	4,517.
TOTALS	2,044,653.	1,593,504.	2,125,837.

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FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
"ABBOTT LABS DTD 3/3/09 5.125%	10,437.		
"AMERICAN EXPRESS CREDIT CORP	11,045.	1,998.	2,010.
"ANHEUSER-BUSCH INBEV FIN DTD	22,069.	6,005.	5,988.
"APPLE INC DTD 05/03/2013 1%	10,963.		
"ASTRAZENECA PLC DTD 11/16/201	11,025.	2,000.	1,995.
"BANK OF MONTREAL SERIES: MTN	10,995.	1,996.	1,981.
"BOEING CO DTD 07/28/09 4.875%	11,018.	2,151.	2,112.
"CATERPILLAR INC DTD 12/05/08	9,783.		
"CHEVRON CORP CALLABLE DTD	11,002.		
"CISCO SYSTEMS INC CALLABLE DT	11,010.	1,956.	1,935.
"CISCO SYSTEMS INC DTD 02/29/2	11,039.	1,999.	1,991.
"COMCAST CORP DTD 06/18/09 5.7	21,195.	5,379.	5,263.
"FIFTH THIRD BANK CALLABLE DTD	11,026.	1,999.	1,983.
"GENERAL ELECTRIC CAPITAL CORP	10,465.	2,207.	2,160.
"GILEAD SCIENCES INC CALLABLE	10,090.	1,992.	2,075.
"GLAXOSMITHKLINE CAP PLC CALLA	16,046.		
"GOLDMAN SACHS GROUP INC DTD	10,714.	2,045.	2,114.
"IBM CORP DTD 02/19/2016 3.45%	10,048.		
"INTEL CORP DTD 09/19/2011 3.3	10,118.	1,990.	2,074.
"J P MORGAN CHASE & CO DTD	21,664.	5,318.	5,264.
"JOHN DEERE CAPITAL CORP SERIE	11,054.	1,999.	2,001.
"MORGAN STANLEY DTD 10/23/2014	21,189.	5,097.	5,167.
"ORACLE CORPORATION DTD 04/09/	10,351.	2,002.	2,023.
"PEPSICO INC SERIES: 1 DTD	10,993.		
"ROYAL BANK OF CANADA DTD	16,989.		
"SHELL INTL FIN DTD 05/10/2016	10,974.	1,994.	1,983.
"TARGET CORP CALLABLE 5.375%	11,141.		
"TORONTO-DOMINION BANK SERIES	11,186.	2,016.	2,009.
"TOYOTA MOTOR CREDIT CORP SERI	10,140.	1,995.	2,069.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
"UNITED HEALTH GROUP INC DTD		11,015.		
"WACHOVIA CORP DTD 06/08/07 5.		11,122.		
	TOTALS	387,906.	54,138.	54,197.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
ABN AMRO GROUP NV	C	3,926.	4,077.
ADVISERS INVT TR JOHCM INTL SL	C	261,438.	300,449.
ALIBABA GROUP HOLDING LTD SPON	C	4,954.	5,690.
ALLETE INC	C	1,682.	1,785.
AMN HEALTHCARE SERVICES INC	C	1,071.	2,660.
APPLE INC 2.1% 12 SEP 2022	C	1,985.	1,962.
APPLE INC 2.3% 11 MAY 2022	C	1,996.	1,985.
AQR MANAGED FUTURES STRATEGY F	C	83,086.	83,904.
ARROW ELECTRONICS INC	C	2,898.	3,056.
BIOTELEMETRY INC	C	2,082.	1,824.
BROOKS AUTOMATION INC	C	831.	692.
BWX TECHNOLOGIES INC	C	3,498.	3,750.
CALAMOS MARKET NEUTRAL INCOME	C	31,285.	31,381.
CALLAWAY GOLF CO	C	2,090.	2,103.
CAMPING WORLD HOLDINGS INC	C	2,673.	2,550.
CCH I LLC - CLASS A	C	10,811.	12,095.
CIE FINANCIERE RICHEMONT SA	C	3,365.	3,892.
CIE GENERALE DES ETABLISSEMENT	C	5,278.	5,838.
CONVATEC GROUP PLC	C	2,694.	1,722.
CR BARD INC	C	1,478.	4,969.
CSX CORP	C	1,967.	4,676.
CVS HEALTH CORP	C	3,879.	6,090.
DAVE & BUSTER'S ENTERTAINMENT	C	1,851.	1,986.
DBS GROUP HOLDINGS LTD	C	5,298.	7,242.
DEUTSCHE POST AG	C	3,540.	4,187.
DR HORTON INC	C	3,030.	6,997.
DRIEHAUS ACTIVE INCOME FUND	C	33,797.	33,178.
EDWARDS LIFESCIENCES CORP	C	4,116.	5,185.
EPR PROPERTIES	C	2,313.	2,357.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
EVERCORE INC	C	2,298.	2,700.
FERGUSON PLC SPONSORED ADR	C	7,230.	8,898.
FIVE BELOW INC	C	2,133.	2,918.
HELEN OF TROY LTD	C	2,084.	2,120.
HORIZON PHARMA PLC SHS	C	2,830.	3,197.
HUDSON PACIFIC PROPERTIES INC	C	3,170.	3,151.
IDACORP INC	C	3,012.	3,289.
INTEGRA LIFESCIENCES HOLDINGS	C	2,713.	3,111.
INVITATION HOMES INC	C	2,003.	2,404.
JABIL CIRCUIT INC	C	3,559.	3,255.
KAO CORP SPONS ADR EACH REPR 1	C	3,249.	3,446.
KNIGHT-SWIFT TRANSPORTATION HO	C	2,049.	2,929.
KONINKLIJKE KPN NV	C	2,986.	3,185.
LCI INDUSTRIES COM	C	941.	2,080.
LEGACYTEXAS FINANCIAL GROUP IN	C	1,653.	1,815.
LIGAND PHARMACEUTICALS INC	C	1,627.	1,643.
MASONITE INTERNATIONAL CORP	C	2,122.	2,299.
MCCORMICK & CO INC/MD	C	2,428.	2,548.
MEDTRONIC PLC	C	12,374.	11,870.
MERCURY SYSTEMS INC	C	1,537.	2,208.
MERIT MEDICAL SYSTEMS INC	C	904.	1,382.
NETGEAR INC	C	2,411.	2,761.
NEXSTAR MEDIA GROUP INC	C	1,817.	2,111.
NORDEA BANK AB	C	3,144.	2,749.
ON ASSIGNMENT INC	C	2,019.	2,442.
ORACLE CORP	C	2,503.	2,411.
ORMAT TECHNOLOGIES INC	C	576.	640.
PEBBLEBROOK HOTEL TRUST	C	2,559.	3,271.
PPG INDUSTRIES INC	C	2,812.	3,037.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
PRICELINE GROUP INC/THE	C	5,643.	5,213.
RELX PLC	C	5,919.	7,442.
REPUBLIC SERVICES INC	C	2,872.	6,220.
SWAN DEFINED RISK FUND	C	156,428.	168,880.
TE CONNECTIVITY LTD	C	3,463.	5,417.
THERMO FISHER SCIENTIFIC INC	C	6,444.	7,975.
TIVITY HEALTH INC	C	1,731.	1,681.
TOKYO ELECTRON LTD	C	3,863.	6,178.
UNITED COMMUNITY BANKS INC/GA	C	2,128.	2,223.
UNITED STATES TREASURY NOTE/BO	C	14,803.	14,747.
UNITED STATES TREASURY NOTE/BO	C	18,855.	18,844.
UNITED STATES TREASURY NOTE/BO	C	11,911.	11,795.
VERINT SYSTEMS INC	C	441.	419.
WILLIAM BLAIR MACRO ALLOCATION	C	81,928.	83,170.
XPERI CORP COM	C	2,642.	1,928.
ZOETIS INC	C	9,683.	11,887.
TOTALS		898,409.	992,171.

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

DESCRIPTION	AMOUNT
TIMING ADJUSTMENT	199.
GAIN ON PY SALES NOT SETTLED	117.
ACCRETION ADJUSTMENT	1,781.
ROUNDING	120.
TOTAL	2,217.

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

DESCRIPTION	AMOUNT
GAIN ON CY SALES NOT SETTLED BY YEAR END	3,473.
MAINGATE ROC ADJ	4,791.
ASHFORD ROC ADJ	61.
COLUMBIS PROP ROC ADJ	41.
DUPONT ROC ADJ	23.
EPR PROPERTIES	6.
KITE REALTY ROC ADJ	21.
TOTAL	8,416.