

For calendar year 2016 or tax year beginning 07/01, 2016, and ending 06/30, 2017

Name of foundation
PETER KIEWIT FOUNDATION TR

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
PO BOX 0634

City or town, state or province, country, and ZIP or foreign postal code
MILWAUKEE, WI 53201-0634

A Employer identification number
47-6098282

B Telephone number (see instructions)
402-344-7890

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **464,106,964.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	21,929,662.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	109,862.	109,862.		STMT 1
	4 Dividends and interest from securities	7,343,184.	7,322,588.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	40,064,328.			
	b Gross sales price for all assets on line 6a 580,645,664.				
	7 Capital gain net income (from Part IV, line 2)		40,064,328.		
	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)	2,006,068.	1,544,854.		STMT 3	
12 Total. Add lines 1 through 11	71,453,104.	49,041,632.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1,803,242.	901,621.		901,621.
	14 Other employee salaries and wages	1,154,526.	577,263.	NONE	577,263.
	15 Pension plans, employee benefits	246,416.	123,208.	NONE	123,208.
	16a Legal fees (attach schedule) STMT 4	27,506.	13,753.	NONE	13,753.
	b Accounting fees (attach schedule) STMT 5	33,400.	16,700.	NONE	16,700.
	c Other professional fees (attach schedule) STMT 6	279,080.	139,540.		139,540.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	1,158,519.	244,755.		34,357.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	205,732.	102,866.		102,866.
	21 Travel, conferences, and meetings	80,798.	24,914.	NONE	55,884.
	22 Printing and publications	2,102.	1,051.	NONE	1,051.
	23 Other expenses (attach schedule) STMT 8	929,398.	328,598.		600,798.
	24 Total operating and administrative expenses. Add lines 13 through 23.	5,920,719.	2,474,269.	NONE	2,567,041.
	25 Contributions, gifts, grants paid	21,173,476.			21,173,476.
26 Total expenses and disbursements. Add lines 24 and 25	27,094,195.	2,474,269.	NONE	23,740,517.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	44,358,909.				
b Net investment income (if negative, enter -0-)		46,567,363.			
c Adjusted net income (if negative, enter -0-)					

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	26,211,585.	20,188,603.	20,174,303.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶	4,434,378.			
	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) ▶ *		* 2,100,000.	STMT 9	
		Less: allowance for doubtful accounts ▶ NONE		2,100,000.	2,100,000.	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule) STMT 10	7,618,076.	7,716,332.	7,683,317.	
	b	Investments - corporate stock (attach schedule) STMT 11	265,720,591.	318,380,796.	358,847,448.	
	c	Investments - corporate bonds (attach schedule) STMT 12	28,252,344.	26,775,141.	27,637,150.	
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 13		35,609,579.	47,664,746.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ _____)	38,335,901.				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	370,572,875.	410,770,451.	464,106,964.		
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	144,865,262.	144,865,262.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	225,707,613.	265,905,189.			
30	Total net assets or fund balances (see instructions)	370,572,875.	410,770,451.			
31	Total liabilities and net assets/fund balances (see instructions)	370,572,875.	410,770,451.			

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	370,572,875.
2	Enter amount from Part I, line 27a	2	44,358,909.
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	414,931,784.
5	Decreases not included in line 2 (itemize) ▶ BOOK TO TAX DIFFERENCE	5	4,161,333.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	410,770,451.

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				
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 580,645,664.		540,581,336.	40,064,328.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			40,064,328.	
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	40,064,328.
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	25,512,619.	395,741,292.	0.064468	
2014	20,533,652.	428,334,094.	0.047938	
2013	24,639,514.	415,579,881.	0.059289	
2012	13,709,786.	368,562,480.	0.037198	
2011	20,300,036.	341,905,399.	0.059373	
2 Total of line 1, column (d)			2	0.268266
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	0.053653
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4	423,183,445.
5 Multiply line 4 by line 3.			5	22,705,061.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	465,674.
7 Add lines 5 and 6.			7	23,170,735.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8	24,340,517.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount of line 10.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, unrelated business income, liquidation, requirements of section 508(e), and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . STMT. 15 11 Yes X No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address PeterKiewitFoundation.org 13 Yes X No
14 The books are in care of US BANK NATL ASSN Telephone no. (402) 536-5132 Located at 17TH & FARNAM ST, OMAHA, NE ZIP+4 68102
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 Yes No 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 Yes No 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 X
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 Yes No 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 X
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 Yes No X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No 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 Yes No X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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. 16** 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
SEE STATEMENT 17		1,803,242.		

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
JEFFREY KUTASH C/O PKF, 1125 S 103RD ST, #500, OMAHA, NE	EXECUTIVE DIRECT 40 H	350,175.	43,005.	-0-
LYN ZIEGENBEIN C/O PKF, 1125 S 103RD ST #500, OMAHA, NE	EXECUTIVE DIRECT 32 H	84,231.	25,367.	-0-
TRACY BOHROFEN C/O PKF, 1125 S 103RD ST, #500, OMAHA, NE	SENIOR PROGRAM O 40 H	120,000.	32,720.	-0-
WENDY BOYER C/O PKF, 1125 S 103RD ST, #500, OMAHA, NE	PROGRAM DIRECTOR 40 H	166,250.	35,438.	-0-
REBECCA BODE C/O PKF, 1125 S 103RD ST #500,, OMAHA, NE	CONTROLLER 40 H	76,875.	11,510.	-0-
Total number of other employees paid over \$50,000				3

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
WALLACE R WEITZ & CO 1125 S 103RD ST, SUITE 200, OMAHA, NE	INVESTMENT ADVISOR	116,135.
LAWSON KROEKER 450 REGENCY PARKWAY, SUITE 410, OMAHA, NE	INVESTMENT ADVISOR	56,577.
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 YOUTH INITIATIVE PROGRAM PER ATTACHED STATEMENT 18	277,876.
2 PKF HOSTED SEMINARS PER ATTACHED STATEMENT 18	65,116.
3 ARTSTOCK INITIATIVE PROGRAM PER ATTACHED STATEMENT 18	61,959.
4 NEIGHBORHOOD CAPACITY-BUILDING INITIATIVE PER ATTACHED STATEMENT 18	19,636.

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 FUTURE FORWARD LLC PRI LOAN TO FUTURE FORWARD LLC	100,000.
2 MIDWEST HOUSING DEVELOPMENT FUND, INC PRI LOAN TO MIDWEST HOUSING DEVELOPMENT FUND, INC	500,000.
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	600,000.

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	403,033,831.
b	Average of monthly cash balances	1b	26,518,203.
c	Fair market value of all other assets (see instructions).	1c	75,829.
d	Total (add lines 1a, b, and c)	1d	429,627,863.
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	429,627,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	6,444,418.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	423,183,445.
6	Minimum investment return. Enter 5% of line 5	6	21,159,172.

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	21,159,172.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	465,674.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	2,515.
c	Add lines 2a and 2b	2c	468,189.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,690,983.
4	Recoveries of amounts treated as qualifying distributions	4	13,300.
5	Add lines 3 and 4	5	20,704,283.
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	20,704,283.

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	23,740,517.
b	Program-related investments - total from Part IX-B	1b	600,000.
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	24,340,517.
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	465,674.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	23,874,843.

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				20,704,283.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only.			NONE	
b Total for prior years: 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	3,835,044.			
b From 2012	NONE			
c From 2013	4,720,949.			
d From 2014	NONE			
e From 2015	5,840,053.			
f Total of lines 3a through e	14,396,046.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ <u>24,340,517.</u>				
a Applied to 2015, 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 2016 distributable amount				20,704,283.
e Remaining amount distributed out of corpus.	3,636,234.			
5 Excess distributions carryover applied to 2016 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	18,032,280.			
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			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				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 2011 not applied on line 5 or line 7 (see instructions)	3,835,044.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	14,197,236.			
10 Analysis of line 9:				
a Excess from 2012	NONE			
b Excess from 2013	4,720,949.			
c Excess from 2014	NONE			
d Excess from 2015	5,840,053.			
e Excess from 2016	3,636,234.			

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)
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
(2) Support from general public and 5 or more exempt organizations
(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 [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
SEE STATEMENT 19
b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2
c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

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				
GRANTS - SEE DETAIL ON STMT 20	NONE	SEE SCHEDU	SEE SCHEDULE	21,173,476.
Total ▶ 3a				21,173,476.
b Approved for future payment				
GRANT DETAILS ON STATEMENT 21	NONE	SEE STATEM	SEE STATEMENT	14,328,393.
Total ▶ 3b				14,328,393.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2016

Name of the organization	Employer identification number
PETER KIEWIT FOUNDATION TR	47-6098282

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization PETER KIEWIT FOUNDATION TR	Employer identification number 47-6098282
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Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KIEWIT T.T. MARJORIE KIEWIT C/O US BANK N.A. MILWAUKEE, WI 53201-0634	\$ 21,929,662.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Underpayment of Estimated Tax by Corporations

2016

▶ Attach to the corporation's tax return.
 ▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220

Name: **PETER KIEWIT FOUNDATION TR** Employer identification number: **47-6098282**

Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	465,674.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method.	2b	
c	Credit for federal tax paid on fuels (see instructions)	2c	
d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty.	3	465,674.
4	Enter the tax shown on the corporation's 2015 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	58,637.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	58,637.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

6	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
7	<input checked="" type="checkbox"/>	The corporation is using the annualized income installment method.
8	<input checked="" type="checkbox"/>	The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9 11/15/2016	12/15/2016	03/15/2017	06/15/2017
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column.	10 14,659.	29,077.	305,520.	116,419.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions.	11 100,000.		740,000.	150,000.
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column	12	85,341.	56,264.	490,744.
13 Add lines 11 and 12	13	85,341.	796,264.	640,744.
14 Add amounts on lines 16 and 17 of the preceding column	14			
15 Subtract line 14 from line 13. If zero or less, enter -0-	15 100,000.	85,341.	796,264.	640,744.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16			
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17			
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18 85,341.	56,264.	490,744.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2016 and before 7/1/2016	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{366} \times 4\% (0.04)$	22	\$	\$	\$
23 Number of days on line 20 after 6/30/2016 and before 10/1/2016	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{366} \times 4\% (0.04)$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2016 and before 1/1/2017	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{366} \times 4\% (0.04)$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2016 and before 4/1/2017	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365} \times 4\% (0.04)$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2017 and before 7/1/2017	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365} \times \%$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2017 and before 10/1/2017	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365} \times \%$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2017 and before 1/1/2018	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365} \times \%$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2017 and before 3/16/2018	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365} \times \%$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns	38	\$	\$	\$

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov You can also call 1-800-829-4933 to get interest rate information.

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)	
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months	
20	Annualization periods (see instructions) . . .	20				
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21	1,457,857.	2,186,785.	49287626.	49622814.
22	Annualization amounts (see instructions) . . .	22	6.00000	4.00000	2.00000	1.33333
23a	Annualized taxable income. Multiply line 21 by line 22	23a	8,747,142.	8,747,140.	98575252.	66163587.
b	Extraordinary items (see instructions)	23b				
c	Add lines 23a and 23b	23c	8,747,142.	8,747,140.	98575252.	66163587.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return.	24	87,471.	87,471.	985,753.	661,636.
25	Enter any alternative minimum tax for each payment period (see instructions)	25				
26	Enter any other taxes for each payment period. See instructions	26				
27	Total tax. Add lines 24 through 26	27	87,471.	87,471.	985,753.	661,636.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	87,471.	87,471.	985,753.	661,636.
30	Applicable percentage	30	25%	50%	75%	100%
31	Multiply line 29 by line 30	31	21,868.	43,736.	739,315.	661,636.

Part III Required Installments

Note: Complete lines 32 through 38 of one column before completing the next column.		1st installment	2nd installment	3rd installment	4th installment	
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31.	32	21,868.	43,736.	739,315.	661,636.
33	Add the amounts in all preceding columns of line 38. See instructions	33		14,659.	43,736.	349,256.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34	21,868.	29,077.	695,579.	312,380.
35	Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter.	35	14,659.	218,178.	116,419.	116,419.
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36			189,101.	
37	Add lines 35 and 36	37	14,659.	218,178.	305,520.	116,419.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	14,659.	29,077.	305,520.	116,419.

Part I

Line #	Description	Column (a) Total	Column (b) Net Income
Line 11, Other income			
	Seminar registration fees received	13,300	
	PRI Income	2,222	
	Federal Excise Tax Refund	118,106	
	Partnership receipts		
	Capital Royalty II (Cayman) LP	236,134	236,134
	Partners Group Private Equity K-1	1,067,417	1,067,417
	Madison Intl Liq Fd V LP	10,951	10,951
	Principal Enhanced Property Fund LP	92,111	92,111
	IDR Fixed Income RE Strategy B LP	67,122	61,363
	EIG Energy Fund XVI (Cayman) LP	90,857	76,878
	Future Forward LLC	307,848	
	Total	<u>2,006,068</u>	<u>1,544,854</u>

Disbursements

Line #	Description	Column (a) Total	Column(b) Net Income	Column (d) To Charity
Line 13,	Compensation of officers, directors, trustees, etc	1,803,242	901,621	901,621
	(1/2 allocated to charity)	<u>1,803,242</u>	<u>901,621</u>	<u>901,621</u>
Line 14,	Other employees salaries and wages	1,154,526	577,263	577,263
		<u>1,154,526</u>	<u>577,263</u>	<u>577,263</u>
Line 15,	Pension plans and employee benefits	246,416	123,208	123,208
		<u>246,416</u>	<u>123,208</u>	<u>123,208</u>
Line 16a,	Legal fees:			
	Baird Holm et al, services to the Board of Trustees	11,781	5,891	5,891
	Cline Williams Wright Johnson & Oldfather LLP	15,725	7,863	7,863
	Total	<u>27,506</u>	<u>13,753</u>	<u>13,753</u>

Part I

Disbursements		Column (a)	Column(b)	Column (d)
Line #	Description	Total	Net Income	To Charity
Line 16b, Accounting services:				
	BDK LLP, audit/annual report expenses	33,400	16,700	16,700
	Total (1/2 allocated to charity)	<u>33,400</u>	<u>16,700</u>	<u>16,700</u>
Line 16c, Other professional fees:				
	Investment advisory services	172,712	86,356	86,356
	Misc Professional Fees	106,368	53,184	53,184
	Total	<u>279,080</u>	<u>139,540</u>	<u>139,540</u>
Line 18, Taxes:				
	Foreign tax withheld from dividends	210,398	210,398	-
	Payroll Taxes	68,714	34,357	34,357
	Excise tax	879,406	-	-
	Total (1/2 of the payroll taxes are allocated to charity)	<u>1,158,518</u>	<u>244,755</u>	<u>34,357</u>
Line 20, Occupancy:				
	Office rent and parking	205,732	102,866	102,866
	Total (1/2 allocated to charity)	<u>205,732</u>	<u>102,866</u>	<u>102,866</u>
Line 21, Travel, conferences and meetings				
	Community Engagement	49,829	24,914	24,914
	Total	<u>30,970</u>	<u>-</u>	<u>30,970</u>
		<u>80,798</u>	<u>24,914</u>	<u>55,884</u>
Line 22, Printing and publications				
	Other printing and publication expenses	2,102	1,051	1,051
	Total (1/2 allocated to charity)	<u>2,102</u>	<u>1,051</u>	<u>1,051</u>

Part I

Disbursements				
Line #	Description	Column (a) Total	Column(b) Net Income	Column (d) To Charity
Line 23, Other expenses:				
	IDR Fixed Income RE Strategy B LP	20,258	20,258	
	Capital Royalty Partners II (Cayman) LP	59,244	59,244	
	Principal Enhanced Property Fund LP	31,624	31,624	
	Madison International Real Estate Liquidity Fund V LP	3,787	3,785	
	EIG Energy Fund XVI (Cayman) LP	30,617	30,617	
	Partners Group Private Equity	4,791	4,791	
	Misc Trustee Exp	18,380	9,190	9,190
	Youth Program Related Expenses	277,876		277,876
	Artstock Initiative Program Related Expenses	61,959		61,959
	Peter Kiewit Foundation Hosted Seminars	65,116		65,116
	Art Mural Initiative Program Related Expenses	1,492		1,492
	Santa Supplies Program Related Expenses	8,000		8,000
	Neighborhood Capacity-Building Initiative Program Related Expenses	19,636		19,636
	Insurance	27,156	13,578	13,578
	Postage/freight	2,312	1,156	1,156
	Miscellaneous	5,834	2,917	2,917
	Software Expenses - GIFTS	30,306	-	30,306
	Office expenses	170,879	85,439	85,439
	Other investment expenses	65,998	65,998	-
	Membership and Dues	24,131	-	24,131
	Total	<u>929,398</u>	<u>328,598</u>	<u>600,798</u>

Part II
 Supplement to Balance Sheet

Line 2, Invested Cash

Description	Book Value	Market Value
Invested Cash	21,885,264.45	21,885,264.45
PRINCIPAL CASH	195,574,027.71	195,574,027.71
INCOME CASH	(195,564,939.07)	(195,564,939.07)
PENDING CASH	(969,255.65)	(969,255.65)
EURO CURRENCY	(363,981.15)	(370,678.74)
GREAT BRITAIN POUND CURRENCY	-	-
JAPANESE YEN CURRENCY	-	-
MEXICAN NUEVO PES CURRENCY	(372,513.75)	(380,115.73)
SOUTH AFRICAN RAND CURRENCY	-	-
TOTAL TO PART II, LINE 2	20,188,602.54	20,174,302.97

Line 3, Accounts Receivable

Description	Book Value	Market Value
Decreases:		
Purchase accrued interest	-	-
Accrued capital loss on sales	-	-
Additions		
Accrued Income		
Currency offset		
Accrued capital gain on sale		
Wash sale adjustments		
Other basis adjustments		
Return of capital adjustments made after FYE		
Cost Basis Adjustment		
TOTAL ACCOUNTS RECEIVABLE TO PART II, LINE 3	-	-

Line 7, Other Notes and Loans Receivable

Description	Book Value	Market Value
PRI LOAN TO FUTURE FORWARD LLC 2/26/16	1,500,000.00	1,500,000.00
PRI LOAN TO FUTURE FORWARD LLC 2/24/17	100,000.00	100,000.00
PRI MIDWEST DEVELOPMENT	500,000.00	500,000.00
TOTAL	2,100,000.00	2,100,000.00

Part II
Supplement to Balance Sheet

Line 10a, Investments - U.S. and State Government Obligations

Description	Book Value	Market Value
F H L M C GD A15521 6.000% 11/1/33	3,835.78	4,143.09
F H L M C GD G08687 3.500% 1/1/2046	451,140.28	443,128.45
F H L M C GD H09059 7.000% 08/01/37	2,461.53	2,622.93
F H L M C GD Q40718 3.500 5/1/2046	382,015.53	386,006.52
F H L M C Gold Partn Cert Pool A17212 6.500% 07/01/31	5,662.09	6,037.37
F H L M C M T N 5.000 02/16/2017	269.81	255.40
F N M A Partn Cert Pool# 831377 6.500% 04/01/36	4,222.04	4,794.73
F N M A # 255273 4.500% 06/01/19	1,376.03	1,408.10
F N M A # 555644 Pool 7.000% 07/01/22	6,136.60	6,067.85
F N M A #254169 6.500% 12/1/2031	6,643.23	7,339.99
F N M A #AH1420 4.000% 01/01/2041	233,313.47	247,775.81
F N M A #AS7348 3.500% 6/1/2046	496,517.13	494,134.09
F N M A #AS7544 3.500% 7/1/2046	341,915.04	346,513.24
F N M A #AS7737 3.000% 8/1/2046	544,087.47	523,691.70
F N M A #AS8186 3.000% 10/1/2046	537,699.90	519,164.74
F N M A #AT2722 3.000% 5/1/2043	295,302.77	284,277.67
F N M A #MA2808 4.000% 10/1/2046	682,167.57	687,282.25
F N M A GTD REMIC 5.000 02/25/18	6,609.01	6,909.03
F N M A GTD REMIC 5.000% 6/25/2035	13,063.37	14,287.57
F N M A Part Cert # 255628 5.500% 02/01/2025	16,864.21	18,350.23
F N M A Part Cert # 357662 5.500% 12/01/24	7,037.18	7,637.28
F N M A Part Cert # 767184 5.500% 02/01/19	3,702.10	3,610.94
F N M A Part Cert # 986469 5.000% 08/01/23	3,229.69	3,377.01
F N M A Partn Cert # 357571 5.500% 05/01/2034	25,318.28	28,452.28
F N M A Partn Cert # 772130 6.000% 11/01/33	5,398.76	5,820.74
F N M A Partn Cert Pool # 735273 6.500% 02/01/35	16,271.69	17,756.44
F N M A Partn Cert Pool # 745101 6.000% 11/01/35	7,385.12	8,103.78
F N M A Partn Cert Pool # 745563 5.500% 08/01/34	21,726.33	24,493.88
F N M A Partn Cert Pool # 772256 6.000% 11/01/33	9,367.48	10,099.63
F N M A Partn Cert Pool # 780889 5.000% 05/01/34	13,539.89	14,802.26
F N M A Partn Cert Pool # 902408 6.500% 11/01/36	1,784.32	1,953.99
F N M A Partn Cert Pool # 932260 5.000% 12/01/39	20,814.92	21,449.75
F N M A PARTN CERT POOL #Ab9659 3.000 6/01/2043	389,911.93	391,525.78
F N M A Partn Cert Pool #AD0205 6.000% 09/01/2039	6,139.19	6,518.02
F N M A Partn Cert Pool# 885536 6.000% 08/01/36	9,013.73	10,343.60
F N M A Partn Cert Pool# 943438 5.500% 08/01/37	17,694.88	19,624.78
F N M A Partn Cert Pool# 983077 5.000% 05/01/38	17,857.17	18,926.71
F N M A Partn Cert Pool# Ab1959 4.000% 12/01/2040	110,267.96	115,625.99
F N M A Partn Cert Pool# AS5722 3.500% 09/01/2045	558,759.43	547,870.76
F N M A Partn Cert Pool# AS6398 3.500% 12/01/2045	597,047.57	585,238.32
F N M A Partn Cert Pool# AS6652 3.500% 02/01/2046	437,899.48	428,854.60
F N M A Partn Cert Pool#256890 6.000% 09/01/2037	7,461.61	8,066.64
F N M A Partn Cert# 555798 6.500% 05/01/33	22,090.60	24,399.02
F N M C #10032 4.500% 05/01/2018	1,374.18	1,384.40
F N M A Tba 30Yr 3.000 07/15/2044	-	-
F N M A Tba 30Yr 3.500 07/15/2044	-	-
F N M A Tba 30Yr 4.000 8/15/2043	663,010.30	661,166.10
F N M A Tba 30Yr 4.500 8/15/2043	472,037.50	471,394.00
F N M A Tba 30Yr 5.000 8/15/2045	218,843.75	218,282.00
G N M A #574678 5.500% 4/15/2034	20,044.22	22,347.60
TOTAL U.S. AND STATE GOV'T OBLIGATIONS TO PART II, LINE 10a	7,716,332.12	7,683,317.06

Part II
Supplement to Balance Sheet

Line 10b, Investments - Corporate stock

Description	Book Value	Market Value
3M CO	1,108,840.50	1,293,068.09
51JOB INC ADR	54,542.97	54,928.44
A E S CORP	202,450.22	191,147.55
ABB LTD ADR	442,499.47	470,037.30
ABBOTT LABORATORIES	1,728,726.92	2,046,724.05
ACUITY BRANDS INC	312,479.52	277,680.48
ADIDAS AG ADR	433,698.97	719,583.06
ADOBE SYS INC	546,529.67	742,418.56
AEGION CORP	37,702.07	39,055.80
AEROJET ROCKETDYNE HOLDINGS	104,625.00	416,000.00
AFLAC INC	1,406,554.55	1,530,917.44
AGRIBANK FCB 6.875% PFD	120,000.00	131,100.00
AIA GROUP LTD ADR	1,959,506.14	2,213,788.13
AIR LIQUIDE S A ADR	956,338.27	958,917.22
AIR TRANSPORT SERVICES GROUP	70,723.95	70,458.30
ALFA LAVAL AB ADR	366,255.01	475,969.00
ALIBABA GROUP HOLDING LTD ADR	236,213.01	235,162.10
ALLERGAN PLC	1,470,865.46	1,580,085.00
ALLIANZ SE ADR	978,399.56	1,163,640.10
ALLISON TRANSMISSION HOLDINGS	495,356.38	667,678.00
ALLSTATE CORP	551,269.43	653,306.28
ALLY FINANCIAL INC	151,620.18	165,068.20
ALPHABET INC CL A	1,162,666.15	1,483,769.28
ALPHABET INC CL C	1,383,378.03	1,991,027.43
ALTRA INDUSTRIAL MOTION CORP	63,933.13	68,376.40
AMAZON COM INC	655,969.19	832,480.00
AMDOCS LTD	201,137.12	221,291.18
AMEREN CORP	282,263.15	292,593.84
AMERICAN CAMPUS COMMUNITIES	212,886.88	203,673.80
AMERICAN ELECTRIC POWER	245,605.94	270,029.89
AMERICAN EQUITY INVT LIFE HL	51,660.95	60,759.36
AMERICAN INTERNATIONAL GROUP	346,937.86	343,484.88
AMERICAN WATER WORKS CO INC	227,952.01	244,685.05
AMERICSAFE INC	94,856.19	85,368.05
AMERISOURCEBERGEN CORP	1,079,367.52	1,265,473.11
AMGEN INC	1,391,253.08	1,611,383.88
AMN HEALTHCARE SCS INC	57,228.51	57,637.80
AMPHENOL CORP CL A	627,910.21	685,861.62
ANADARKO PETROLEUM CORP	183,025.85	119,833.62
ANHEUSER BUSCH INBEV NV ADR	794,840.97	849,772.00
ANSYS INC	307,177.56	385,360.56
ANTHEM INC	361,120.13	451,323.87
AON PLC	330,016.53	864,175.00
APPLE INC	1,335,217.27	2,014,551.76
ARCH CAP GROUP LTD	126,319.46	136,483.27
ARGO GROUP INTL HLDGS LTD	101,274.13	92,657.40
ARRIS INTERNATIONAL PLC	187,459.64	174,256.38
ARTHUR J GALLAGHER CO	459,341.19	641,200.00
ASPEN PHARMACARE HL UNSP ADR	350,489.56	357,438.76

Part II
Supplement to Balance Sheet

Line 10b, Investments - Corporate stock

Description	Book Value	Market Value
ASTELLAS PHARMA INC ADR	168,414.33	166,694.90
ATLAS COPCO AP SPONS ADR	501,793.53	619,968.56
AUTOMATIC DATA PROCESSING	1,561,369.27	1,544,277.12
AVERY DENNISON CORP	294,699.38	318,573.85
AVIANCA HOLDINGS ADR	83,212.07	45,370.00
BABCOCK WILCOX ENTERPRIS I	146,379.17	110,979.12
BAIDU COM INC ADR	1,478,527.97	1,431,595.44
BAKER HUGHES INC	158,688.21	136,765.59
BANCO BILBAO VIZCAYA ARGEN ADR	1,131,516.81	1,192,370.08
BANK OF AMERICA CORP	1,447,588.23	1,575,905.34
BANK OF THE OZARKS INC	75,369.60	67,024.10
BANNER CORPORATION	153,775.83	154,950.42
BARRICK GOLD CORP	203,051.66	197,570.38
BAYER AG ADR	1,598,567.76	1,984,596.93
BAYERISCHE MOTOREN WERKE UNSPN ADR	593,452.54	496,441.12
BBA AVIATION PLC UNSPON ADR	181,097.17	241,223.50
BECTON DICKINSON AND CO	1,122,987.37	1,317,772.94
BED BATH & BEYOND INC	709,734.40	440,800.00
BERKSHIRE HATHAWAY INC CL A	151,810.00	509,400.00
BERKSHIRE HATHAWAY INC CL B	3,805,168.01	5,462,521.24
BERKSHIRE HILLS BANCORP INC	92,615.94	88,718.60
BOEING CO	378,964.68	1,008,525.00
BORG WARNER INC	320,789.05	342,395.88
BRANDYWINE REALTY TRUST	82,919.35	89,438.06
BROCADE COMMUNICATIONS SYS	119,674.95	120,173.30
BROOKFIELD ASSET MANAGE CL A	718,389.56	831,252.00
BROWN & BROWN INC	235,358.20	226,289.78
BRUNSWICK CORP	95,004.78	106,766.46
C J ENERGY SVCS INC	74,801.84	73,234.99
CALATLANTIC GROUP INC	78,228.87	79,678.90
CALIFORNIA WTR SVC GROUP	75,760.98	81,401.60
CALLON PETE CO DEL	107,416.62	75,808.45
CAMBREX CORP	282,683.38	314,703.25
CAMDEN PPTY TR SBI	289,467.80	296,890.72
CANADIAN NATL RY CO	783,573.10	1,008,099.90
CANON INC SPONS ADR	2,415,653.64	2,424,809.52
CAPITAL ONE FINANCIAL CORP	312,720.49	296,110.08
CARTERS INC	290,321.88	293,623.95
CATO CORP CL A	185,136.27	233,947.00
CBRE GROUP INC	246,507.75	281,444.80
CBS CORP CLASS B NON VOTING	198,880.82	196,059.72
CELANESE CORP SER A	265,066.68	289,092.30
CEMEX SAB ADR	107,014.86	107,152.50
CELGENE CORP	508,861.92	524,025.45
CHECK POINT SOFTWARE TECH LTD	912,094.12	1,175,555.16
CHEVRON CORPORATION	2,287,603.24	2,571,525.84
CHUBB LTD	430,941.32	472,630.38
CHURCH AND DWIGHT CO INC	278,336.31	322,071.04
CIGNA CORP	290,339.24	357,210.26
CINTAS CORP	289,444.99	313,209.40
CISCO SYSTEMS INC	797,559.30	758,931.10
CITIGROUP INC	1,147,599.90	1,275,200.96
CIVITAS SOLUTIONS INC	72,393.44	62,790.00

Part II
Supplement to Balance Sheet

Line 10b, Investments - Corporate stock

Description	Book Value	Market Value
CNO FINANCIAL GROUP INC	100,871.73	109,118.88
COCA COLA EUROPEAN PARTNERS	191,698.65	245,199.43
COGNEX CORP	279,329.73	371,352.60
COGNIZANT TECH SOLUTIONS CL A	571,171.55	756,163.20
COLFAX CORP	690,587.64	1,031,494.00
COMCAST CORP CL A	341,553.64	372,269.80
COMMERCIAL METALS CO	133,121.40	117,007.46
COMPASS MINERALS INTERNATIONAL	618,238.12	483,220.00
CONOCOPHILLIPS	333,853.70	289,828.28
CONSTELLIUM NV CLASS A	165,494.00	145,590.00
COOPER COS INC	280,327.61	381,874.90
COOPER TIRE & RUBR CO	90,098.80	83,463.20
CORE LABORATORIES	943,192.47	805,906.66
CORPORATE OFFICE PPTYS TR	86,457.38	91,743.57
COSTAMARE INC	252,277.26	108,736.25
COSTCO WHSL CORP	549,972.61	545,521.23
CRACKER BARREL OLD CTRY STORE	57,043.82	57,032.25
CRH SPON ADR	111,094.99	116,164.25
CRIMSON WINE GROUP LTD	324,023.00	385,560.00
CSL LIMITED ADR	333,585.95	492,893.28
CULP INC	61,594.87	53,495.00
CUSTOMERS BANCORP INC	111,644.94	89,704.16
CVS HEALTH CORPORATION	2,008,225.68	2,037,005.82
CYPRESS SEMICONDUCTOR CORP	80,603.61	95,181.45
D S T SYSTEMS INC	170,505.45	194,355.00
DANA INCORPORATED	89,035.29	103,812.17
DANAHER CORP	679,395.21	723,644.25
DANONE SPON ADR	587,098.04	694,224.40
DASSAULT SYSTEMES SA ADR	1,120,944.69	1,290,500.50
DAVITA INC	169,688.75	170,642.60
DBS GROUP HLDGS LTD	797,112.23	832,480.00
DEERE CO	123,796.02	141,510.55
DELEK US HOLDINGS INC	83,261.65	89,155.68
DELTA AIR LINES INC	308,391.55	334,638.98
DEXCOM INC	249,419.47	297,939.95
DIAMONDBACK ENERGY INC	218,359.65	189,342.92
DISCOVER FINL SVCS	436,594.51	378,612.72
DISCOVERY COMMUNICATIONS	1,579,733.78	1,305,878.00
DISNEY WALT CO	242,868.90	913,750.00
DOLLAR GENERAL CORP	1,604,971.91	1,557,864.90
DORMAN PRODUCTS INC	307,551.28	350,117.10
DOW CHEM CO	464,914.92	508,785.69
DXC TECHNOLOGY CO	450,422.38	535,352.16
E BAY INC	314,270.83	366,345.72
EAGLE MATERIALS INC	108,760.47	101,939.26
EATON CORP PLC	407,474.94	444,409.30
ECOLAB INC	602,818.41	678,883.50
EDWARDS LIFESCIENCES CORP	730,761.47	959,990.56
EL PASO ELEC CO	68,865.13	75,843.90
EMCOR GROUP INC	89,781.05	82,836.46
ENERGEN CORP	239,594.08	205,724.79
EPR PROPERTIES	63,363.28	63,748.69

Part II
Supplement to Balance Sheet

Line 10b, Investments - Corporate stock

Description	Book Value	Market Value
EQUIFAX INC	287,544.16	332,693.82
EVERCORE PARTNERS INC CL A	113,433.67	114,844.50
F M C CORPORATION	139,628.93	135,799.95
F5 NETWORKS INC	288,453.18	252,976.46
FABRINET	291,907.68	287,443.08
FACEBOOK INC A	665,534.36	849,111.52
FACTSET RESEARCH SYSTEMS INC	268,121.45	274,030.82
FANUC CORP ADR	1,247,434.03	1,192,238.20
FASTENAL CO	803,039.55	773,702.22
FELCOR LODGING TR INC	33,086.93	31,961.93
FIDELITY NATIONAL FINANCIAL INC	177,059.76	234,774.71
FIDELITY NATL INFORMATION SVCS INC	315,662.22	351,591.80
FIFTH THIRD BANCORP	382,573.61	367,905.12
FINISAR CORPORATION	81,661.51	69,132.78
FIRST BUSEY CORP	108,923.77	103,411.64
FLAGSTAR BANCORP INC	86,787.33	97,915.14
FLEETCOR TECHNOLOGIES INC	450,345.32	450,800.46
FLEX LTD	334,790.20	377,331.85
FLIR SYSTEMS INC	446,997.98	658,540.00
FLOWSERVE CORP	151,639.09	146,811.66
FLY LEASING LTD ADR	671,735.78	627,953.60
FOOT LOCKER INC	294,898.59	205,152.64
FORTIVE CORP WI	486,789.07	564,765.25
FRANKS INTL N V	63,810.24	43,414.73
FRESENIUS MED AKTIENGESELLSCHAFT ADR	1,643,132.92	1,877,668.83
FUCHS PETOLUB SE PEF ADR	423,738.53	545,017.92
G I I APPAREL GROUP LTD	314,456.95	265,168.60
GALAPAGOS NV SPON ADR	386,971.11	345,717.36
GENERAL DYNAMICS CORP	575,647.37	657,762.46
GENPACT LIMITED	373,637.97	427,023.52
GILDAN ACTIVEWEAR INC	647,070.15	722,155.00
GILEAD SCIENCES INC	1,338,610.44	1,199,508.66
GLAXO SMITHKLIN PLC ADR	1,026,736.82	1,123,060.40
GLOBUS MED INCA	63,253.43	82,278.30
GOLDMAN SACHS GROUP INC	529,724.10	494,837.00
GRAINGER W W INC	1,475,250.71	1,136,616.88
GRIFOLS SA ADR	341,194.80	417,528.80
GRUPO FIN BANORTE SPON ADR	432,873.80	557,210.43
GRUPO TELEVISA SA SPON ADR	317,990.14	295,778.69
GULFPORT ENERGY CORP	90,850.96	61,360.00
HARRIS CORP DEL	342,581.71	363,563.64
HASBRO INC	261,826.82	374,562.09
HEARTLAND FINANCIAL USA INC	127,969.98	125,286.00
HESS CORP	226,702.30	162,450.61
HEWLETT PACKARD ENTERPRIS WI	188,163.92	178,209.78
HOME DEPOT INC	315,243.24	350,519.00
HORACE MANN EDUCATORS CORP	75,024.63	65,620.80
HP INC	176,384.62	173,384.12
HDFC BK LTD ADR	59,737.88	59,748.39
HSBC HOLDINGS PLC SPONS ADR	490,378.71	539,886.82
HUMANA INC	209,132.71	248,319.84
HUNT J B TRANS SVVC INC	289,993.18	271,855.50

Part II
Supplement to Balance Sheet

Line 10b, Investments - Corporate stock

Description	Book Value	Market Value
I N G GROEP N V SPONSORED ADR	188,804.77	191,046.54
IBERIABANK CORP	91,759.11	92,747.00
ICICI BANK LTD ADR	381,207.96	438,812.40
ILLINOIS TOOL WORKS INC	1,433,296.73	1,673,876.25
INDUSTRIES BACHOCO SAB DE CV ADR	667,897.07	681,786.82
INFINEON TECHNOLOGIES ADR	447,917.59	416,031.60
INTERNATIONAL PAPER CO	199,541.63	210,872.25
INTERPUBLIC GROUP COS INC	233,448.03	242,014.80
INTL FLAVORS FRAGRANCES	455,774.76	517,995.00
INTUIT INC	516,261.37	563,247.21
INTUITIVE SURGICAL INC	475,318.02	698,721.39
INVESCO MORTGAGE CAPITAL	153,084.03	170,692.65
INVITATION HOMES INC	101,643.69	108,798.90
IPG PHOTONICS CORP	269,139.94	392,495.50
ISHARES RUSSEL 3000 INDEX ETF	3,433,317.09	6,612,678.30
ITAU UNIBANCO HOLDINGS SA ADR	507,916.62	625,695.20
J P MORGAN CHASE CO	1,602,859.76	1,708,357.40
JACK HENRY ASSOCIATES INC	280,781.18	326,878.89
JACOBS ENGR GROUP INC	155,682.44	159,634.65
JGC CORP UNSPONSORED ADR	517,787.87	405,697.60
JM SMUCKER CO THE	1,236,444.68	1,125,436.63
JOHNSON JOHNSON	2,081,749.70	2,794,097.09
KANSAS CITY SOUTHERN	330,664.04	821,083.90
KIRKLANDS INC	57,343.67	37,408.92
KITE REALTY GROUP TRUST	66,016.54	54,045.15
KLA TENCOR CORPORATION	171,428.41	197,753.11
KOHL'S CORP	272,475.74	214,734.51
KONINKLIJKE AHOLD DELHAIZE NV ADR	1,132,812.79	1,161,962.69
KORN FERRY INTL	55,235.72	64,743.75
KRATON CORPORATION	101,100.45	122,330.88
KROGER CO	1,113,824.06	749,481.48
KT CORP SP ADR	1,204,262.03	1,555,057.92
KUBOTA LTD ADR	384,691.00	436,287.55
L3 TECHNOLOGIES INC	311,094.41	307,260.12
LA Z BOY INC	102,705.79	105,657.50
LABORATORY CORP OF AMERICA HOLDINGS	878,330.59	1,472,499.42
LAUDER ESTEE COS INC CL A	472,332.69	586,053.88
LEIDOS HOLDINGS INC	205,977.68	207,380.28
LENNOX INTERNATIONAL INC	282,572.97	334,224.80
LG DISPLAY CO LTD ADR	78,501.64	78,180.55
LIBERTY BROADBAND	1,452,023.68	2,429,000.00
LIBERTY GLOBAL PLC SERIES C	2,858,949.29	2,827,905.02
LIBERTY INTERACTIVE CORP	927,910.95	1,263,810.00
LIBERTY MEDIA CORP	675,976.09	1,021,650.00
LINCOLN ELEC HIDGS INC	57,837.44	589,376.00
LINDE AG ADR	554,487.39	591,643.71
LKQ CORP	424,525.20	477,775.00
LLOYD'S BANKING GROUP PLC ADR	205,596.43	210,638.63
LOEWS CORP	250,858.34	249,637.73
LOREAL UNSPONSORED ADR	982,589.30	1,092,197.43
LOWES CO INC	1,277,781.52	1,382,514.96
LSC COMMUNICATIONS INC	126,794.17	95,358.40

Part II
Supplement to Balance Sheet

Line 10b, Investments - Corporate stock

Description	Book Value	Market Value
LVMH MOET HENNESSY ADR	407,878.74	575,973.18
M K S INSTRUMENTS INC	58,425.40	66,223.20
MANHATTAN ASSOCS INC	295,516.53	265,291.20
MARATHON OIL CORPORATION	104,223.11	69,997.95
MARATHON PETROLEUM CORP	342,777.95	354,483.42
MARSH MCLENNAN COS INC	1,345,561.23	1,543,452.08
MASCO CORP	448,461.34	499,481.12
MASTERCARD INC	615,777.36	801,570.00
MELCO RESORTS AND ENT LIMITED ADR	1,751,350.86	1,989,990.45
MERCK CO INC	1,588,029.15	1,715,432.94
MEREDITH CORP	95,052.59	94,941.65
METHANEX CORP	226,325.22	212,056.70
METTLER TOLEDO INTL INC	288,304.23	402,561.36
MICROCHIP TECHNOLOGY INC	984,282.32	1,175,528.58
MICROSOFT CORP	815,046.17	1,465,451.80
MID-AMER APT CMNTYS INC	133,896.66	141,209.20
MIDDLEBY CORP	278,313.46	262,218.58
MINERALS TECHNOLOGIES INC	82,898.66	77,372.40
MINITUBI ESTE LTD ADR	394,467.76	337,980.15
MIZUHO FNL GRP ADR	796,926.68	737,424.11
MOHAWK INDS INC	109,588.87	112,385.85
MOLSON COORS BREWING COL CL B	323,949.43	288,548.28
MOMO INC ADR	896,080.42	810,237.12
MONOGRAM RESIDENTIAL TRUST INC	84,604.58	77,301.31
MONOLITHIC POWER SYSTEMS INC	262,322.47	305,588.00
MONOTARO CO LTD UNSP ADR	251,367.92	453,223.12
N N INC	72,841.98	103,596.30
NASPERS LTD N SPON ADR	692,469.44	1,101,952.50
NATIONAL OILWELL VARCO INC	187,689.40	162,690.66
NAVIENT CORP W D	170,526.35	173,326.50
NESTLE SA SPONSORED ADR	3,449,149.79	3,962,019.20
NETGEAR INC	94,016.01	74,735.40
NICE SYS LTD SPONS ADR	176,517.31	217,345.92
NIPPON TELEGRAPH TELE ADR	846,184.19	914,504.96
NORTHERN TR CORP	183,950.26	202,099.59
NOVO NORDISK AS ADR	546,242.80	603,204.96
NTT DOCOMO INC ADR	467,996.01	558,210.95
NUCOR CORP	132,944.19	126,908.91
NUVEEN REAL ESTATE SECURIT CL I	20,664,342.57	24,056,191.70
NXP SEMICONDUCTORS NV	565,087.58	629,884.75
OCCIDENTAL PETROLEUM CORPORATION	1,333,208.45	1,136,631.95
OMNICOM GROUP INC	1,621,246.62	1,564,820.40
OPUS BANK	890,241.48	658,240.00
ORACLE CORPORATION	1,215,043.04	1,620,925.92
ORIX CORP SPONS ADR	437,195.45	461,891.11
P P G INDS INC	251,913.64	282,267.32
PACKAGING CORP AMERICA	191,549.74	251,073.06
PACWEST BANCORP	182,943.33	156,912.00
PARK24 CO LTD SPN ADR	416,835.15	393,355.20
PATTERSON COMPANIES INC	109,630.49	125,450.40
PATTERSON U T I ENERGY INC	242,325.24	187,019.97
PAYPAL HOLDINGS INC	1,269,264.21	1,777,389.39

Part II
Supplement to Balance Sheet

Line 10b, Investments - Corporate stock

Description	Book Value	Market Value
PFIZER INC	1,047,361.37	1,489,111.88
PHARMERICA CORP	114,561.64	117,206.25
PHILIP MORRIS INTL	1,217,524.84	1,555,860.15
PHILLIPS 66	219,225.61	209,123.01
PIONEER NAT RES CO	423,183.18	408,843.96
PLANTRONICS INC	155,219.55	147,566.51
PNM RESOURCES INC	51,142.48	57,183.75
POOL CORPORATION	295,344.34	298,157.52
POSCO ADR	95,542.70	115,603.73
PREFERRED BNAK LOS ANGELES	126,791.00	129,130.05
PROCTER & GAMBLE CO	809,079.54	833,502.60
QUAD GRAPHICS INC	82,117.71	69,310.08
QUALCOMM INC	1,092,250.84	896,165.38
RADIAN GROUP IN	158,006.40	143,242.35
RADWARE LTD	42,562.64	51,076.48
RANGE RESOURCES CORP	509,147.26	393,890.00
RAYMOND JAMES FINL INC	264,412.58	305,557.98
RAYTHEON COMPANY	454,544.81	512,537.52
RECKITT BENCKISER SPON ADR	291,687.15	330,392.70
REDWOOD TRUST INC	839,959.33	988,320.00
REGAL BELOIT CORP	72,842.15	84,730.45
REGIONS FINL CORP	537,572.07	555,119.52
RELX NV SPON ADR	568,350.51	737,097.24
RENASANT CORP	158,059.52	163,762.56
REPUBLIC SVCS INC	304,864.94	339,935.82
RESMED INC	256,808.38	320,980.14
REYNOLDS AMERICAN INC	1,189,053.62	1,377,222.00
ROBECO BOSTON PARTNERS L S RSRCH	1,572,013.38	1,770,345.90
ROCHE HOLDINGS LTD SPONS ADR	2,423,546.09	2,278,819.80
ROCKWELL COLLINS INC	139,069.66	155,938.72
ROPER INDS INC	528,799.14	667,037.93
ROSS STORES INC	552,591.09	546,529.91
ROYAL BK SCOTLAND GROUP ADR	73,372.02	67,846.70
ROYAL DUTCH SHELL ADR	1,967,721.49	2,096,504.99
RYDER SYSTEM INC	190,590.90	183,189.10
SALESFORCE COMINC	460,097.85	571,646.60
SANMINA CORP	69,909.51	72,580.50
SANOFI ADR	291,977.08	348,928.53
SAP SE SPONSORED ADR	1,134,349.23	1,484,639.28
SASOL LTD SPONSORED ADR	422,054.42	327,909.40
SBA COMMUNICATIONS CORP	460,028.00	595,718.40
SCHEIN HENRY INC	280,855.84	334,743.58
SCHLUMBERGER LTD	1,838,656.91	1,405,025.60
SCHWAB CHARLES CORP	322,781.60	544,432.08
SCORPIO TANKERS INC	80,724.66	71,388.54
SCRIPPS NETWORKS INTERACTIVE INC	277,667.28	262,515.33
SEALED AIR CORP	178,883.95	184,455.96
SHIRE PLC ADR	843,318.79	777,430.08
SIGNATURE BK	272,713.87	261,798.72
SIGNET JEWELERS LTD	154,234.94	112,440.72
SILICON MOTION TECHNOLOGY CORP ADR	62,649.59	56,139.72
SMITH A O CORP	369,776.87	424,221.23

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Line 10b, Investments - Corporate stock

Description	Book Value	Market Value
SMITH NEPHEW PLC SPON ADR	1,313,068.93	1,314,542.00
SNAP ON INC	276,836.67	254,064.00
SONOVA HOLDING UNSPON ADR	424,426.84	492,553.40
SONY CORP ADR	353,916.24	439,796.04
SOUTHWEST AIRLINES CO	172,514.16	181,759.50
SP PLUS CORP	64,353.38	68,187.60
SPARTANNASH CO	70,151.36	46,702.04
SPDR S P 500 ETF	68,116,488.75	73,045,362.00
SPIRE INC	76,925.52	82,305.00
STAG INDUSTRIAL INC	107,675.34	124,917.60
STARBUCKS CORP	416,796.20	425,779.62
STATE STR CORP	1,632,101.77	1,870,870.50
STEEL DYNAMICS INC	324,156.31	321,717.04
STERICYCLE INC	126,377.43	125,470.08
STERIS PLC	120,035.45	144,825.50
STERLING BANCORP	146,069.45	144,777.75
STMICROELECTRONICS NV	1,151,697.47	986,554.28
SUMITOMO MITSUI FINL GROUP ADR	151,286.26	162,717.72
SUMMIT HOTEL PROPERTIES INC	114,495.19	132,862.60
SUNCOKE ENERGY INC	49,221.28	61,018.20
SUPER MICRO COMPUTER INC	60,022.23	53,219.35
SUPERIOR ENERGY SVCS INC	127,025.88	78,068.55
SYMRISE AG UNSPON ADR	438,832.27	494,930.04
SYNCHRONOSS TECHNOLOGIES INC	151,874.18	97,318.20
SYNCHRONY FINANCIAL	244,566.77	200,837.70
SYNOPSIS INC	273,292.46	335,405.07
SYSMEX CORP UNSPON ADR	613,555.16	675,816.45
T ROWE PRICE SC STOCK	7,375,000.00	7,813,265.06
TAIWAN SEMICONDUCTOR ADR	1,071,141.21	1,490,135.04
TD AMERITRADE HLDG CORP	57,251.54	60,572.91
TE CONNECTIVITY LTD	495,543.81	557,447.80
TENARIS SA ADR	239,709.51	283,342.86
TESORO CORPORATION	310,075.68	333,309.60
TEXAS INSTRUMENTS INC	573,891.52	956,855.34
TEXAS PAC LD TR	208,237.85	1,557,034.00
TEXAS ROADHOUSE INC	304,918.14	318,335.60
THE BRINKS CO	67,766.27	92,192.00
THE HERSHEY COMPANY	653,236.43	826,749.00
THE KRAFT HEINZ CO	925,597.82	1,032,304.56
THE PRICELINE GROUP INC	1,018,054.49	1,455,264.56
THE ST JOE COMPANY	226,519.90	219,375.00
THERMO FISHER SCIENTIFIC INC	481,300.40	541,031.47
TIME WARNER INC	601,469.59	624,751.02
TIVITY HEALTH INC	42,645.08	71,889.40
TIVO CORP	56,738.98	56,696.00
TJX COMPANIES INC	1,174,169.96	1,119,501.04
TRACTOR SUPPLY CO	857,126.33	641,629.56
TREEHOUSE FOODS INC	911,874.53	882,497.07
TRIPADVISOR INC	464,051.10	366,681.80
TRISURA GROUP LTD	1,800.48	2,082.50
TRIVAGO NV ADR	246,586.20	307,438.04
TURKIYE GUARANTI BANKASI AS ADR REPSTG 1	438,511.46	373,106.70

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Line 10b, Investments - Corporate stock

Description	Book Value	Market Value
TUTOR PERINI CORP	59,686.68	60,777.50
TWENTY FIRST CENTURY FOX INC	1,420,012.67	1,450,526.22
UNILEVER NV ADR	59,009.70	78,649.21
UNILEVER PLC SPONSD ADR	594,361.30	730,620.00
UNITED CONTINENTAL HOLDINGS INC	256,611.14	267,664.25
UNITED TECHNOLOGIES CORP	436,931.37	482,700.83
UNITEDHEALTH GROUP INC	1,852,986.85	2,135,482.14
UNIVERSAL HEALTH SVCS B	122,690.75	128,794.40
US SILICA HOLDINGS INC	87,612.60	71,086.47
VARIAN MED SYS INC	113,352.69	152,205.25
VERISK ANALYTICS INC CL A	531,587.98	675,466.22
VERIZON COMMUNICATIONS INC	394,762.11	370,678.00
VISA INC	761,063.11	1,104,540.84
VISA INC CLASS A SHARES	1,739,192.24	2,065,410.72
VISHAY INERTECHNOLOGY INC	83,829.20	84,593.60
VONAGE HLDGS CORP	78,441.11	74,163.60
VULCAN MATERIALS CO	176,154.56	405,376.00
WABCO HLDGS INC	303,821.85	310,869.38
WABTEC CORP	420,125.60	459,421.50
WAL MART STORES INC	556,121.58	650,848.00
WEBSER FINANCIAL CORP	153,472.71	147,573.72
WELLS FARGO CO	1,370,934.86	1,485,597.51
WENDYS CO THE	85,916.78	97,325.25
WESTERN ALLIANCE BANCORPORATION	86,763.08	87,526.80
WESTPAC BANKING CORP SP ADR	62,323.04	66,760.20
WESTROCK CO	294,005.51	322,338.74
WEYERHAEUSER CO	354,597.96	656,600.00
WILLIS TOWERS WATSON PLC	172,289.60	204,807.68
WINNEBAGO INDS INC	259,152.00	315,000.00
WINTRUST FINANCIAL CORP	90,761.08	95,473.56
WNS HOLDINGS LTD ADR	590,508.60	706,647.76
WPP PLC SPONSORED ADR	994,487.05	879,857.27
WPX ENERGY INC	106,259.54	70,740.18
WSFS FINL CORP	100,765.78	97,956.00
YY INC ADR	102,117.72	98,534.94
ZIONS BANCORPORATION	88,279.66	90,322.87
ZOETIS INC	654,336.35	712,441.98
	318,380,796.69	358,847,448.44

Line 10C, Investments - Corporate bonds

Description	Book Value	Market Value
21ST CENTURY FOX AMER INC 6.650% 11/15/2037	185,157.05	257,253.75
ACWA POWER MGMT 5.590% 12/15/2039	55,000.00	56,106.60
AERCAP IRELAND 3.950 2/1/2022	151,500.00	156,177.00
AFLAC INC 4.000% 10/15/46	23,879.76	31,779.84
AFLAC INC 6.450% 08/15/40	89,583.10	93,603.50
AGRIUM INC 3.375 3/15/2025	133,214.20	140,015.40
AIR LEASE CORP 3.875 04/01/2021	110,084.70	114,743.20

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Line 10C, Investments - Corporate bonds

Description	Book Value	Market Value
AIRBUS SE 3.150% 4/10/2027	154,854.30	156,309.75
ALLSTATE CORP 5.750 8/15/2053	89,775.00	98,550.00
ALLY AUTO 2.010 3/15/2022	249,987.78	250,182.50
AMERICAN AIRLINES 3.575 7/15/2029	128,771.22	129,626.53
AMERICAN AXLE MFG INC 6.625 10/15/2022	60,356.25	61,500.00
AMERICAN EXPRESS 1.930 9/15/2022	270,296.48	270,599.40
AMERICAN EXPRESS CO 5.200% 05/29/2049	105,000.00	108,806.25
AMERICAN HOMES 3.79138 10/17/2024	105,032.35	109,751.62
AMERICAN TOWER CORP 5.000 2/15/2024	113,086.75	121,542.30
ANHEUSER BUSCH 3.650 2/1/2026	180,500.25	180,297.25
APPLE INC 3.850 05/04/2043	104,388.90	104,970.60
AT&T INC 6.550% 02/15/39	39,774.80	48,510.00
ATT INC 3.800 3/15/2022	283,886.92	300,158.70
ATT INC 4.750 5/15/2046	90,961.75	93,157.00
AUTONATION INC 4.500 10/1/2025	89,257.65	88,690.70
AVIS BUDGET CAR 6.375 4/1/2024	40,000.00	39,900.00
BAE SYSTEMS HOLDINGS 3.850 12/15/2025	98,820.00	104,047.00
BANC OF AMERICA 3.167 9/15/2048	95,610.94	104,144.30
BANK 3.625 5/15/2050	217,008.28	217,856.10
BANK OF AMERICA 1.950 8/15/2022	249,928.10	250,835.00
BANK OF AMERICA CORP MED TERM NOTE 4.200% 08/26/2024	84,937.95	88,238.50
BANK OF AMERICA CORP MEDIUM TERM NOTE 3.248 10/21/2027	174,072.05	178,771.05
BANK OF AMERICA CORP MEDIUM TERM NOTE 4.000 4/01/2024	224,156.25	235,770.75
BANK OF AMERICA CORP MEDIUM TERM NOTE 5.000 5/13/2021	146,739.60	147,302.55
BANK OF AMERICA CRP 6.300 12/29/2049	80,000.00	89,700.00
BANK OF AMERICAN CORP MED TERM NOTE 4.250% 10/22/2026	129,014.60	133,871.40
BANK OF NY MELLON 0.00495 12/29/2049	78,187.50	78,225.00
BARCLAYS PLC 3.650% 03/16/2025	199,370.00	199,006.00
BAXALTA INC SER 144A 4.000% 06/23/2025	153,952.20	161,666.55
BAYVIEW FINANCIAL 4.55046 12/28/2036	81,012.74	82,709.72
BED BATH BEYOND INC 5.165 8/01/2044	123,796.35	118,827.00
BNP PARIBAS 4.375 5/12/2026	199,648.00	207,134.00
BUNDERSREPUB 0.250 2/15/2027	365,067.76	368,548.99
BUNGE LTD FINANCE 3.250 8/15/2026	114,893.05	109,881.35
CANADIAN NATL RESOURCES 5.850% 02/01/2035	27,437.25	27,726.75
CAPITAL ONE 5.550 12/29/2049	112,337.50	115,500.00
CAPITAL ONE BANK USA NA 3.375 02/15/2023	248,200.00	252,135.00
CAPITAL ONE MULTI 1.330 6/15/2022	196,968.75	198,302.00
CBS CORP 3.500% 01/15/2025	97,890.00	103,477.00
CHARTER COMM OPT LLC 4.908 7/23/2025	125,907.60	129,638.40
CHEMURS CO 5.375 5/15/2027	44,572.95	46,457.55
CHENIERE CORP 5.125 6/30/2027	50,218.75	51,250.00
CHS COMMUNITY HEALTH SYS 5.125% 08/01/2021	103,125.00	101,250.00
CITIBANK CREDIT 2.150 7/15/2021	242,071.88	241,951.20
CITIBANK CREDIT CARD 2.832 1/23/2023	158,687.30	159,662.40
CITIGROUP DEUTCHE 5.886% 11/15/44	15,155.22	16,241.25
CITIGROUP INC 3.200 10/21/2016	70,848.75	72,939.00
CITIGROUP INC 3.300 4/27/2025	180,507.25	175,052.50
CITIGROUP INC 4.300 11/20/2026	251,067.50	256,785.00
CITIGROUP INC 4.500 01/14/2022	212,598.00	215,062.00
CITIGROUP INC 6.250 12/29/2049	90,000.00	99,844.20
COLONY STARWOOD 3.546 7/17/2033	115,000.00	118,054.40

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Line 10C, Investments - Corporate bonds

Description	Book Value	Market Value
COMCAST CORP 6.400% 5/15/38	89,332.95	139,640.55
COMM 3.64353 10/11/2018	165,000.00	165,775.50
CONSTELLATION ENERGY 5.150% 12/01/20	109,934.00	118,642.70
COUNTRYWIDE 5.250 11/25/3033	96,497.06	95,044.10
COX COMMUNICATIONS 3.350 9/15/2026	89,650.80	88,375.50
COX COMMUNICATIONS 3.850 2/1/2025	43,202.70	45,339.30
CROWN CASTLE INTL 3.700 6/15/2026	69,786.50	70,599.20
DISCOVER CARD 1.900 10/17/2022	99,691.41	100,124.00
DISCOVER CARD 2.390 7/15/2024	149,929.85	151,360.50
DISCOVER CARD MAST 1.670 1/18/2022	119,629.69	119,840.40
DISCOVER CARD MASTER 5.650% 03/16/20	89,838.90	90,797.40
DISCOVER FIN SVS 5.200% 04/27/2022	198,019.05	223,152.75
DISCOVERY 3.800 3/13/2024	119,773.20	121,338.00
DOMINOS PIZZA 3.082 7/25/2047	170,000.00	169,177.20
DOMTAR CORP 4.400 04/01/2022	227,442.05	231,198.00
EBAY INC 3.800 3/9/2022	119,832.40	125,400.00
ENDO FINANCE LLC 5.750 1/15/2022	75,562.50	67,485.00
ENSCO PLC 5.200 3/15/2025	65,024.90	52,812.50
EXELA INTERMED 10.000 7/15/2023	50,000.00	49,375.00
FEDEX CORP 3.250 4/1/2026	99,796.00	100,859.00
FIRSTENERGY TRANSMISSION SER 144A 4.350 01/15/2025	124,988.75	130,616.25
FORD MOTOR CREDIT CO LLC 3.810 1/9/2024	150,532.50	151,878.00
FREMF MORTGAGE TRUST C M O SER 2013 K712 CL B 05/25/2045	72,325.20	76,746.00
FRONTIER COMM 8.500% 04/15/20	34,440.00	33,640.00
GE CAPITAL INTL 4.418 11/15/2035	205,668.00	217,678.00
GENERAL ELECTRIC CO 5.000 12/29/2049	199,447.44	261,104.40
GENERAL MOTORS CO 4.000 4/1/2025	180,382.55	185,690.05
GENWORTH HOLDINGS INC 4.800 02/15/2024	39,958.00	33,000.00
GOLDMAN SACHS GP 4.000 3/3/2024	143,595.20	146,554.80
GOLDMAN SACHS GP 5.300 12/29/2049	75,000.00	78,750.00
GOLDMAN SACHS GP 5.750% 01/24/2022	665,242.60	653,004.60
GP PORTFOLIO TRUST D M O SER 2014 GPP CL A 02/15/2027	179,993.21	180,650.55
GREEN TREE AGENCY 2.29925 10/15/2048	99,999.48	99,389.00
GS MORTGAGE 3.345 7/10/2048	83,752.35	91,123.70
HARMAN INTL IND 4.150% 05/15/2025	89,402.40	93,555.90
HCA INC 5.500 6/15/2047	40,000.00	41,400.00
HEINEKEN NV 3.500% 1/29/2028	110,003.30	111,632.40
HERTZ CORP 7.625 6/1/2022	35,000.00	34,916.00
HESS CORP 3.500% 07/15/2024	64,098.95	63,241.75
HP ENTERPRISE CO 4.900 10/15/2025	129,642.50	136,292.00
HSBC HOLDINGS PLC 6.800% 06/01/38	252,851.70	300,856.50
HYATT HOTELS 3.375 7/15/2023	172,100.25	178,036.25
ING GROEP NV 3.950% 3/29/2027	199,738.00	207,968.00
INTEL CORP 3.150 5/11/2027	124,585.00	125,427.50
INTL PAPER CO 8.700% 06/15/38	84,581.80	124,933.00
J2 CLOUD LLC GLOBAL 6.000 7/15/2025	40,281.25	41,200.00
JEFFERIES GROUP LLC 4.850 1/15/2027	85,207.40	88,847.95
JOHN DEERE MTN 2.650 6/24/2024	164,684.85	163,878.00
JP MORGAN CHASE 2.950 10/1/2026	70,611.00	72,382.50
JP MORGAN CHASE 3.7232 3/15/2050	215,414.06	219,907.80
JP MORGAN CHASE 4.500% 01/24/2022	346,435.20	357,340.50
JP MORGAN CHASE 6.400% 05/15/2038	129,685.50	154,080.45
JP MORGAN CHASE CMO SER 2011 C4 CL A3 4.106 07/15/2046	180,683.52	181,952.42

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Line 10C, Investments - Corporate bonds

Description	Book Value	Market Value
JP MORGAN CHASE CO 3.900 7/15/2025	72,989.00	73,000.90
JP MORGAN CHASE CO 6.750 01/29/2049	205,000.00	232,931.25
KEYCORP 5.000 12/29/2049	110,512.50	112,062.50
KINDER MORGAN ENER 4.250% 09/01/2024	84,857.20	87,824.55
KRAFT HEINZ FOODS CO 4.375 6/1/2046	94,699.80	93,036.35
L 3 COMMUNICATIONS 3.850 12/15/2026	84,565.65	87,622.25
LAFARGEHOLCIM 3.500 9/22/2026	199,832.00	197,732.00
LAND O LAKES INC 8.000 12/31/2049	90,000.00	98,775.00
LAZARD GROUP LLC 3.625 3/1/2027	219,051.80	217,302.80
LEAR CORP 5.375 3/15/2024	95,287.50	95,597.10
LENNAR CORP 4.750 4/1/2021	5,000.00	5,300.00
LEVEL 3 FINANCING 5.250 3/15/2026	70,000.00	72,632.70
LIBERTY MUT GROUP 4.950% 05/01/2022	204,774.40	208,384.40
LIEFPOINT HEALTH INC 5.375 5/1/2024	50,031.25	51,750.00
LINCOLN NATIONAL 4.000% 9/1/2023	140,080.05	142,226.55
LOWES COS INC 3.100 5/3/2027	114,822.90	114,474.45
LYB INTL FINANCE BV 4.000 7/15/2023	142,029.45	143,029.80
MARTIN MARIETTA MATERIAL SER 144A 4.250 07/02/2024	101,143.00	104,944.00
MATTAMY GROUP CORP 6.875 12/15/2023	40,500.00	40,850.00
METLIFE INC 5.250 12/29/2049	124,800.00	124,586.40
MEXICAN BONOS 5.750 3/5/2026	365,786.22	387,200.10
MICROSOFT CORP 3.300 2/6/2027	114,591.75	118,458.05
MIDAMERICAN ENERGY 6.125% 04/01/36	91,287.40	122,047.45
MILLICOM INTL 6.625 10/15/2021	67,112.50	72,800.00
MORGAN STANLEY 3.950 4/23/2027	262,002.80	262,345.20
MORGAN STANLEY 4.000 7/23/2025	484,404.40	485,339.10
MORGAN STANLEY 4.75849 6/15/2047	102,495.12	112,421.25
MORGAN STANLEY 4.243 5/15/2046	79,617.19	84,482.00
MORGAN STANLEY 5.500% 7/28/2021	127,625.85	127,518.90
MPLX LP 4.875 6/1/2025	123,013.20	127,248.00
MUNICIPAL ELEC GA 7.055% 4/1/2057	76,186.60	80,520.30
NABORS INDUSTRIES 5.500 1/15/2023	90,562.50	85,275.00
NBC UNIVERSAL 2.875 01/15/2023	129,988.70	132,022.80
NCUA GUARANTEED NT Ser 2010 R2 11/06/17	62,163.71	62,133.26
NEW RESIDENTIAL 4.0024 2/15/2051	149,999.29	150,837.00
NEW RESIDENTIAL 4.3768 6/15/2049	92,499.91	93,021.70
NEWELL RUBBERMAID 4.200 4/1/2026	117,564.50	122,105.85
NEWFIELD EXPLORATION CO 5.375% 01/01/2026	50,000.00	51,750.00
NORTHERN TRUST CORP 3.950 10/30/2025	128,601.60	127,041.60
NORTHWEST AIR 2007 1A 7.027% 11/01/2019	45,544.30	51,866.65
NOVA CHEMICALS CORP SER 144A 5.250 08/01/2023	64,500.00	61,650.00
O REILLY AUOTOMOTIVE 4.875% 01/14/21	109,390.90	118,299.50
OCCIDENTAL PETROLEUM 3.400 4/15/2026	91,642.50	90,813.60
OCWEN MASTER 4.4456 8/16/2049	174,999.75	170,698.50
OWENS CORNING INC 4.200 12/15/2022	131,722.20	137,160.40
PACIFIC LIFECORP 6.000% 02/10/20	54,616.65	59,606.80
PARK AEROSPACE 5.500% 2/15/2024	55,525.00	57,447.50
PETRO CANADA 6.800% 05/15/38	73,417.40	91,226.80
PETROLEOS MTN 5.375 3/13/2022	99,446.00	105,275.00
PIEDMONT OPERATIN PARTN 4.450 03/15/2024	104,780.55	107,522.10
PLUM CREEK TIMR 4.700% 03/15/21	65,368.55	69,195.75
PNC FINANCIAL 3.150 5/19/2027	110,341.00	109,451.10
POLYONE CORP 5.250 3/15/2023	74,750.00	78,750.00

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Line 10C, Investments - Corporate bonds

Description	Book Value	Market Value
PRINCIPAL FINANCIAL GROUP 4.700% 05/15/2055	125,000.00	129,062.50
PRUDENTIAL INC 5.200 03/15/2044	73,387.50	79,500.00
QUALCOMM INC 2.100 5/20/2020	110,140.80	110,502.70
QUEST DIAGNOSTIC INC 4.250 4/1/2024	125,306.40	126,630.00
QWEST CORP 6.750 12/01/2021	193,744.50	182,285.40
RABOBANK NEDERLAND 3.875 02/08/2022	262,087.50	261,102.50
REPUBLIC AR MTN 6.875 1/26/2027	109,023.20	113,960.00
REPUBLIC OF SRI 6.200 5/11/2027	200,000.00	199,682.00
RESOLUTE FOREST PRODUCTS 5.875 05/15/2023	74,296.50	72,693.75
REYNOLDS AMERICAN INC 3.250 11/01/2022	64,911.60	65,392.60
ROCKWELL COLLINS INC 3.500 3/15/2027	164,727.75	167,316.60
ROYAL BK SCOTLND GRP PLC MEDIUM TERM NOTE6.100 06/10/2023	71,558.20	77,129.50
SABINE PASS 5.875 6/30/2026	67,200.00	67,058.40
SANTANDER UK PLC SER 144A 5.000 11/07/2023	215,904.00	214,404.00
STATE STREET CORP 5.250 12/29/2049	68,575.00	68,575.00
SES SA 3.600 04/04/2023	84,590.30	86,411.00
SIEMENS 3.400% 3/16/2027	248,282.50	255,487.50
SMITHFIELD FOODS INC	99,879.00	102,304.00
SPRINT SPECTRUM 3.360 9/20/2021	199,996.68	201,750.00
STANDARD CHARTERED PIC SER 144A 5.700 3/26/2044	199,600.00	227,210.00
SUNTRUST BANKS INC 5.050 12/15/2065	110,000.00	111,650.00
SYCHRONY FINANCIAL 4.250% 08/15/2024	109,786.60	112,355.10
SYMETRA FINL CORP 4.250 7/15/2024	81,433.60	81,197.60
SYSCO CORPORATION 3.300 7/15/2026	109,585.30	109,126.60
TARGA RESOURCES PARTNERS LP FINANCE 4.250 11/15/2023	17,900.00	19,525.00
TELEFONICA EMISIONES 4.103% 3/8/2027	150,000.00	154,972.50
TEVA PHARMACEUTICALS 3.150% 10/1/2026	114,694.10	109,213.20
THC ESCROW CORP III 5.125 5/1/2025	34,981.25	35,131.25
TIME WARNER INC 3.875 1/15/2026	99,951.00	101,694.00
TYSON FOODS INC 3.950 8/15/2024	162,590.40	167,427.20
UNITED HEALTH GROUP 4.750 7/15/2045	127,640.80	132,095.90
UNUM GROUP 4.000 3/15/2024	98,456.10	98,121.70
VALERO ENERGY CORP 3.400% 9/15/2026	108,656.90	107,606.40
VERIZON 4.125 8/15/2046	127,067.10	115,700.00
VOYA FINANCIAL INC 3.650 6/15/2026	99,709.00	100,190.00
WELLS FARGO 3.637 6/15/2048	277,340.63	280,634.76
WELLS FARGO 4.64507 9/15/2048	72,583.59	78,755.40
WELLS FARGO CO MTN 4.600 4/1/2021	146,210.40	145,523.25
WESTERN DIGITAL CORP 7.375 4/1/2023	65,975.00	71,418.75
WFRBS COML MTG TR 4.375% 03/15/2044	161,592.32	169,932.80
WILLIS NORTH 3.600 5/15/2024	84,926.90	85,856.80
WOODSIDE FINANCE LTD SER 144A 3.650% 03/05/2025	89,947.80	89,673.30
WORLD OMNI AUTO 1.30 2/15/2022	123,750.00	123,933.75
XLIT LTD 4.450 3/31/2025	169,192.50	175,256.40
	26,775,141.46	27,637,150.04

Part II
Supplement to Balance Sheet

Line 13, Invesments - other

Description	Book Value	Market Value
Cash Collateral Held @ Citibank	-	-
INTEREST RATE SWAP FIXED 2/21/22	-	(1,018,900.00)
INTEREST RATE SWAP FLOAT 2/21/12	-	1,009,800.00
FUT COLL CASH HELD @ CITIBANK	13,300.00	13,300.00
SWAP COLL CASH HELD @ CITIBANK	25,600.00	25,600.00
ABS OFFSHORE SPC - Global Seg. Portfolio-Class B Series 5/2014	2,250,000.00	2,508,326.75
CAPITAL ROYALTY PARTNERS II	2,787,983.06	3,220,923.55
EIG ENERGY FUND Xvi (CAYMAN) LP	1,480,288.02	1,637,484.58
PARTNERS GROUP PRIVATE EQUITY	5,000,000.00	8,175,254.49
MARATHON EUROPEAN CREDIT OPPORTUNITY FD II	1,485,922.90	1,782,777.87
POMONA CAPITAL VIII (OFFSHORE) LP	177,875.00	459,224.00
POMONA CAPITAL VIII CO-INVESTMENT	-	76,402.00
TEMPLETONN STRATEGIC EMERGING	1,276,262.08	1,776,451.25
IDR FIXED INCOME REAL ESTATE STRATEGY B LP	749,192.85	959,846.03
MADISON INTERNATIONAL REAL ESTATE	236,280.56	736,088.63
OTHER BASIS ADJUSTMENTS ON ALTERNATIVE INVESTMENTS	1,671,596.97	1,671,596.97
CONTINGENT ASSET WESTERN SURETY CO DISHONESTY BOND POL #58135685	1.00	-
FUTURE FORWARD LLC	4,734,559.44	7,887,308.00
OAKTREE OPPORTUNITIES FUND X FEEDER	845,564.01	1,158,080.00
INDUS PACIFIC OPPORTUNITIES FUND LTD	1,640,000.00	1,978,172.00
NAPIER PARK VELUE FUND LTD	-	-
CORRIB OFFSHORE LTD	1,470,000.00	1,470,951.97
PENSATO EUROPA FUND LTD	1,640,000.00	1,606,396.25
REDMILE CAPITAL OFFSHARE FUND LTD	2,250,000.00	3,022,734.03
POINTER OFFSHORE LTD	3,000,000.00	4,221,143.00
PRINCIPAL ENHANCED PROPERTY FUND	1,185,151.84	1,488,512.21
CARRHAE CAPITAL FUND LTD	1,640,000.00	1,747,271.81
INTANGIBLE PERSONAL PROPERTY CITY OF OMAHA RIVERFRONT REDEVELOPI	50,000.87	50,000.87
	35,609,578.60	47,664,746.26

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

KIEWIT T.T. MARJORIE KIEWIT
C/O US BANK N.A.
MILWAUKEE, WI 53201-0634

Peter Kiewit Foundation
Attachment to Form 990-PF for FYE 6/30/2017

47-6098282

Part VII-A, line 11: Statement of Information Regarding Transfers To a Controlled Entity

Name and Address of Controlled Entity	EIN	Description of Transfer	Amount of Transfer
Future Forward LLC 11301 Davenport Street Omaha, NE 68154	61-1669015	PRI Loan to Future Forward LLC	\$100,000

Peter Kiewit Foundation Trust
Attachment to form 990-PF
FYE 6/30/2017: EIN: 47-6098282

Part VII-B, Line 5(c) Expenditure Responsibility Statement

NAME: BEMIS PARK NEIGHBORHOOD ASSOCIATION
ADDRESS: 3419 HAWTHORNE AVENUE
 OMAHA, NE 68131
GRANT DATE: 10/7/2016
GRANT AMOUNT: \$ 521.00
NEIGHBORHOOD GRANT PROGRAM: TO PARTIALLY FUND THE
PURCHASE OF FLASHLIGHTS AND SIGNAGE (ONLY) FOR THE
GRANT PURPOSE: CITIZEN PATROL IN 2016.
AMOUNT EXPENDED BY GRANTEE: \$ 521.00
ANY DIVERSIONS BY GRANTEE? NO
DATES REPORTS RECEIVED BY GRANTEE: 9/29/2016, 10/1/2016
DATE OF VERIFICATION: 1/29/2017
RESULTS OF VERIFICATION: FUNDS EXPENDED AS PER AGREEMENT

NAME: WYMAN HEIGHTS NEIGHBORHOOD ASSOCIATION
ADDRESS: 9426 NORTH 29TH STREET
 OMAHA, NE 68112
GRANT DATE: 10/21/2016
GRANT AMOUNT: \$ 436.00
NEIGHBORHOOD GRANT PROGRAM: TO PARTIALLY FUND THE
INSTALLATION OF ELECTRICAL SERVICE TO THE NEIGHBORHOOD
GRANT PURPOSE: ENTRANCE SIGN AND GATHERING/EVENT SPACE.
AMOUNT EXPENDED BY GRANTEE: \$ 436.00
ANY DIVERSIONS BY GRANTEE? NO
DATES REPORTS RECEIVED BY GRANTEE: 2/18/2016, 2/26/2016, 4/1/2016, 9/19/2016, 9/28/2016, 10/6/2016
DATE OF VERIFICATION: 10/27/2016
RESULTS OF VERIFICATION: FUNDS EXPENDED AS PER AGREEMENT

Peter Kiewit Foundation Trust
Attachment to form 990-PF
FYE 6/30/2017: EIN: 47-6098282

Part VII-B, Line 5(c) Expenditure Responsibility Statement

NAME: BLACKSTONE NEIGHBORHOOD ASSOCIATION
ADDRESS: 632 SOUTH 38 STREET
OMAHA, NE 68105
GRANT DATE: 2/24/2017
GRANT AMOUNT: \$ 3,000.00
NEIGHBORHOOD GRANT PROGRAM: TO PARTIALLY FUND THE
PURCHASE AND INSTALLATION OF 10 HISTORIC REPRODUCTION
GRANT PURPOSE: LIGHTING FIXTURES.
AMOUNT EXPENDED BY GRANTEE: \$ 3,000.00
ANY DIVERSIONS BY GRANTEE? NO
DATES REPORTS RECEIVED BY GRANTEE: 4/19/2016, 6/29/2016, 7/19/2016, 9/19/2016,10/17/2016,11/2/2016,
11/15/2016, 2/20/2017
DATE OF VERIFICATION: 2/22/2017
RESULTS OF VERIFICATION: FUNDS EXPENDED AS PER AGREEMENT

NAME: FUTURE FORWARD LLC
ADDRESS: 11301 DAVENPORT STREET
OMAHA, NE 68154
GRANT DATE: 2/24/2017
GRANT AMOUNT: \$ 100,000.00
GRANT PURPOSE: PRI LOAN TO FUTURE FORWARD LLC
AMOUNT EXPENDED BY GRANTEE: \$ 100,000.00
ANY DIVERSIONS BY GRANTEE? NO
DATES REPORTS RECEIVED BY GRANTEE:
DATE OF VERIFICATION:
RESULTS OF VERIFICATION: FUNDS EXPENDED AS PER AGREEMENT

Part VIII, Line 1
 Compensation of Officers, Directors, Trustees, etc.

Name and Address		Title and Time Devoted	Compensation
John W. Hancock	319 S 93rd Ave Omaha, NE 68114	Chairman of the Board of Trustees Part Time	131,550
Jane E. Miller	1001 Gallup Drive Omaha, NE 68102	Vice-Chairman of the Board of Trustees Part Time	119,484
G. Richard Russell	6310 S 118th Plaza Omaha, NE 68137	Trustee - Part Time	125,338
Mogens C. Bay	11211 Pierce Plaza Omaha, NE 68144	Trustee - Part Time	113,392
Michael L. Gallagher	Gallagher & Kennedy 2575 East Camelback Road Phoenix, AZ 85016-9225	Trustee - Part Time	113,392
US Bank National Association	17th & Farnam Street Omaha, NE 68102	Corporate Trustee	1,200,086
Jeff Kutash	Peter Kiewit Foundation 1125 S 103rd St, Suite 500 Omaha, NE 68124	Secretary of the Board of Trustees Part Time	Not compensated in this capacity
Total			1,803,242

Part IX-A

Summary of Direct Charitable Activities
Program Summary

Line 1, Youth Initiative Program:

This is an umbrella initiative that has evolved over time and was re-structured in 2017 with the goal to improve the quality, capacity, coordination, and reach of the out-of-school time sector in Nebraska. The focus is on those providers that are serving our state's most vulnerable youth. The three components of the initiative include:

1. Capacity Building for out-of-school time providers and intermediary organizations to improve their quality, capacity, coordination and reach. Building the capacity of these organizations enables them to better serve their staff and students, thus making a large impact on student outcomes and enabling them to serve additional students.
2. Supporting out-of-school time providers in ensuring access to science, technology, engineering, arts, and math (STEAM) experiences for their youth participants. Field trips and on-site programming are funded through this component. Improving the quality of and access to STEM education in out-of-school time programs allows for youth-driven exploration that can provide students with opportunities to immerse themselves in STEM learning, which compliments the school day with a different approach to teaching and learning. This presents an opportunity to engage young people from populations that are traditionally underrepresented in STEM. The integration of art experiences boosts critical thinking and problem-solving skills, allows kids to express themselves, builds confidence, and can promote learning in core subjects.
3. Supporting out-of-school-time providers in ensuring access to educational and recreational experiences for their youth participants when school is not in session (Summer Fun program). Youth are exposed to a variety of meaningful, engaging, and fun field trip experiences in areas such as the performing arts, history, science, sports, etc. These field trips generate excitement from youth that keeps them engaged in and excited about attending out-of-school time programs each week. Youth who have access to positive developmental opportunities and who are engaged in high quality programs during out-of-school hours gain social, emotional, and intellectual benefits.

Line 2, PKF Hosted Seminars:

From time to time the foundation offers seminars to non-profit organizations and/or the general public. During the fiscal year ended June 30, 2017, the foundation held seminars on the following topics: fundraising, storytelling and characteristics of high-performing boards.

Part IX-A

Summary of Direct Charitable Activities
Program Summary (continued)

Line 3, ArtStock Initiative Program:

ArtStock seeks to strengthen the vibrancy of the Omaha arts and culture environment by offering a learning series that is co-designed and presented with grantees. ArtStock also provides capacity building grants to arts and culture nonprofits in the Omaha area to build organizational capacity, strengthen financial sustainability and improve operations.

Line 4, Neighborhood Capacity-Building Initiative:

This initiative contributes to the goals of the Strong and Vibrant Communities impact area by supporting community-based work, building local capacity by bringing neighbors together to work on projects where they live, and encouraging neighborhoods to determine and act upon their own priorities to improve their community.

Peter Kiewit Foundation
Attachment of Form 990-PF FYE 6/30/2017

Part XI

Line 4, Recovery of amounts treated as qualifying distributions:

Seminar registration fees	13,300.00
	<u>13,300.00</u>

Part XV

Supplementary Information

Line 2(a):

Jeff Kutash
Executive Director
Peter Kiewit Foundation
1125 South 103rd Street, Suite 500
Omaha, NE 68124

Telephone Number:
(402) 344-7890

Line 2(b):

All applicants are required to speak with a Foundation program officer to discuss the proposed project, confirm eligibility to apply, and determine alignment to Foundation goals. Once eligibility, alignment, and readiness have been confirmed, a program officer will issue a URL link to our online application.

Grant requests must be submitted through the Foundation's online grant application portal and adhere to Foundation guidelines. Before an application can be submitted, the applicant must complete all required fields and upload all required attachments. The length and level of detail within an application should correspond with the size and complexity of the project. Applicants should provide enough information for the Foundation to fully understand the project.

Please see the Foundation's website at www.peterkiewitfoundation.org/for-grantseekers/application-process for further information.

Line 2(c):

The Foundation accepts and makes decisions on grant applications on a quarterly basis with the following deadlines:

- January 15th
- April 15th
- July 15th
- October 15th

All applications must be submitted through our online application portal by midnight on the deadline date.

Part XV

Supplementary Information (continued)

Line 2(d):

The Foundation supports efforts primarily in the Omaha metro area and across the state of Nebraska. We also make grants in the portion of Western Iowa within 100 miles of Omaha, as well as other geographies of interest to Mr. Kiewit.

Please see the Foundation's website at www.peterkiewitfoundation.org/for-grantseekers/grantmaking-approach for further information.

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
African Culture Connection 8031 West Center Road, Suite 322 Omaha, NE 68124	PC	
Artstock Grant		12,500
Artstock Grant		12,500
Avenue Scholars Foundation 7101 Mercy Road, Suite 240 Omaha, NE 68106	PC	
Operating Support		200,000
Operating Support		200,000
Ballet Nebraska 918 South 37th Street Omaha, NE 68105	PC	
Artstock Grant		7,500
Bellevue University Foundation 1000 Galvin Road South Bellevue, NE 68005	SO I	
Program Support		125,000
Bemis Center For Contemporary Arts 724 South 12th Street Omaha, NE 68102	PC	
Artstock Grant		23,500
Artstock Grant		25,000
Operating Support		50,000
Operating Support		50,000
Big Brothers Big Sisters of the Midlands 10831 Old Mill Road, Suite 400 Omaha, NE 68154	PC	
Operating Support		25,000
Operating Support		25,000
The Bike Union Mentoring Project 1818 Dodge Street Omaha, NE 68102	PC	
Operating Support		10,000
Operating Support		10,000
Operating Support		10,000
The Blue Barn Theatre 1106 South 10th Street Omaha, NE 68108	PC	
Artstock Grant		10,000
Artstock Grant		7,500
Blue Valley Community Action, Inc. PO Box 273, 620 5th Street Fairbury, NE 68352	PC	
Capital		150,000
Boys and Girls Clubs of the Midlands 2610 Hamilton Street Omaha, NE 68131	PC	
Operating Support		75,000
Operating Support		75,000
Program Support		35,000

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
Capstone 900 P Street Gering, NE 69341 Capital	PC	50,000
Carnegie Arts Center 204 West 4th Street Alliance, NE 69301 Capital	PC	21,475
CASA for Douglas County 2412 St. Mary's Avenue Omaha, NE 68105 Capacity-Building Support	PC	30,000
Celebrating Nebraska Statehood 201 North 8th Street, Suite 215 Lincoln, NE 68508 Program Support Program Support	PC	75,000 75,000
Center for Rural Affairs PO Box 136 145 Main Street Lyons, NE 68038 Operating Support	PC	25,000
Central Community College Foundation 2727 West Second Street, Suite 211 Hastings, NE 68901 Vocational Scholarships Vocational Scholarships	PC	30,000 30,000
Central Health Center 217 East Stolley Park Road, Suite E Grand Island, NE 68802 Program Support	PC	37,500
Centro Latino of Iowa 300 West Broadway, Suite 40 Council Bluffs, IA 51503 Operating Support Operating Support	PC	15,000 10,000
City of Chadron PO Box 390 Chadron, NE 69337 Capital	GOV	250,000
City of Council Bluffs 209 Pearl Street Council Bluffs, IA 51503 Program Support	GOV	25,000
City Of Omaha 1819 Farnam Street, Suite 701 Omaha, NE 68183 Abbott Drive Maintenance	GOV	96,172
Collective for Youth 105 North 31st Avenue, Suite 103 Omaha, NE 68131 Operating Support Program Support Program Support	PC	50,000 26,580 16,046

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
College Possible 900 South 74th Plaza, Suite 403 Omaha, NE 68114 Program Support	PC	150,000
Community Development Resources 285 South 68th Street Place, Suite 520 Lincoln, NE 68510 Capital	PC	50,000
Completely Kids 2566 Saint Mary's Avenue Omaha, NE 68105 Operating Support	PC	100,000
Concert Hall Series PO Box 34572 Omaha, NE 68134 Artstock Grant	PC	1,500
Defy Ventures, Inc. 5 Penn Plaza, 19th Floor New York, NY 10001 Program Support	PC	25,000
Douglas County 1819 Farnam Street, LC2 Omaha, NE 68183 Program Support	GOV	60,000
The Durham Museum 801 South Tenth Street Omaha, NE 68108 Artstock Grant Artstock Grant	PC	20,000 17,500
El Centro De Las Americas 210 "O" Street Lincoln, NE 68508 Program Support	PC	10,000
El Museo Latino 4701 S 25th Street Omaha, NE 68107 Artstock Grant Artstock Grant	PC	10,000 10,000
Elkhorn Valley Historical Society of Norfolk 515 Queen City Boulevard Norfolk, NE 68701 Capital	PC	12,500
Family Housing Advisory Services 2401 Lake Street Omaha, NE 68111 Operating Support	PC	50,000
Father Flanagan's Boys Home 14100 Crawford Street Boys Town, NE 68010 Program Support	PC	50,000
Film Streams, Inc. 1340 Mike Fahey Street Omaha, NE 68102 Artstock Grant	PC	15,000

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
Food Bank For The Heartland 10525 "J" Street Omaha, NE 68127 Capital	PC	8,875
Friends of the Midwest Theater 1707 Broadway, PO Box 276 Scottsbluff, NE 69363 Capital Capital	PC	30,000 30,000
Friendship Home of Lincoln, Inc. PO Box 85358 Lincoln, NE 68501 Capital	PC	100,000
Gallery 1516 1516 Leavenworth Street Omaha, NE 68102 Artstock Grant	PC	5,000
GESU Housing 5008 1/2 Dodge Street, Suite B Omaha, NE 68132 Capital	PC	187,000
Girl Scouts Spirit of Nebraska 2121 South 44th Street Omaha, NE 68105 Program Support	PC	25,000
Grand Island Community Foundation, Inc. 1811 W 2nd Street, Suite 365 Grand Island, NE 68803 Capacity-Building Support Program Support	PC	25,000 5,000
GO Public Schools 134 Linden Street Oakland, CA 94607 Operating Support	PC	10,000
Greater Omaha Attendance and Learning Services 3215 Cuming Street Omaha, NE 68131 Operating Support	PC	75,000
Greater Omaha Chamber Foundation 1301 Harney Street Omaha, NE 68102 Operating Support	PC	100,000
Grief's Journey 7811 Farnam Drive Omaha, NE 68114 Operating Support	PC	25,000
Habitat for Humanity, Inc. -Omaha Chapter 1701 North 24th Street Omaha, NE 68110 Capital Capital	PC	50,000 50,000

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
Hear Nebraska, Inc. 725 North 14th Street Omaha, NE 68102	PC	
Artstock Grant		10,000
Artstock Grant		12,500
Program Support		10,000
Program Support		10,000
Heart Ministry Center, Inc. 2222 Binney Street Omaha, NE 68110	PC	
Operating Support		50,000
Heartland Bike Share 1144 North 11th Street, Suite B Omaha, NE 68102	PC	
Operating Support		30,000
Heartland Equine Therapeutic Riding Academy, Inc. 10130 South 222nd Street Gretna, NE 68028	PC	
Program Support		25,750
Holy Name Housing Corporation 4324 Fort Street Omaha, NE 68111	PC	
Operating Support		40,000
Operating Support		35,000
Hope Harbor, Inc. 610 West Division Grand Island, NE 68801	PC	
Capital		125,000
Inclusive Communities 6001 Dodge Street, Suite 122 Omaha, NE 68182	PC	
Operating Support		55,000
Operating Support		25,000
Intercultural Senior Center 3010 R Street Omaha, NE 68107	PC	
Operating Support		15,000
Iowa JAG Grimes State Office Building 3rd Floor 400 E 14th Street Des Moines, IA 50319	PC	
Program Support		26,125
Iowa Western Community College Foundation 25 Main Place, Suite 550 Council Bluffs, IA 51503	PC	
Vocational Scholarships		90,000
Joslyn Art Museum 2200 Dodge Street Omaha, NE 68102	PC	
Program Support		150,000
Artstock Grant		22,500
Joslyn Castle Trust, Inc. 3902 Davenport Street Omaha, NE 68131	PC	
Artstock Grant		5,000

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
Justice For Our Neighbors - Nebraska 2414 E Street Omaha, NE 68107 Program Support	PC	50,000
Kaneko 1111 Jones Street Omaha, NE 68102 Artstock Grant	PC	14,000
		18,000
Kids Can! Community Center 4860 Q Street Omaha, NE 68117 Operating Support	PC	50,000
Latino Center of the Midlands 4821 South 24th Street Omaha, NE 68107 Operating Support	PC	25,000
Lawrence University 771 E Boldt Way Appleton, WI 54911 Honorary	PC	2,500
Legacy of the Plains 2930 Old Oregon Trail Gering, NE 69341 Capital	PC	150,000
Legal Aid of Nebraska 209 South 19th Street, Suite 200 Omaha, NE 68102 Operating Support	PC	50,000
Lincoln Community Foundation 215 Centennial Mall South, Suite 100 Lincoln, NE 68508 Program Support	PC	50,000
Literacy Center for the Midlands 324 South 72nd Street Omaha, NE 68114 Capital	PC	50,000
		25,000
Literary Council of Grand Island 312 North Elm Street, Suite 101 Grand Island, NE 68801 Operating Support	PC	7,500
Live Well Omaha PO Box 31518 Omaha, NE 68131 Capital	PC	100,000
Lutheran Family Services of Nebraska, Inc. 124 South 24th Street, Suite 230 Omaha, NE 68102 Capital	PC	150,000

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
Metropolitan Community College Foundation PO Box 3777 Omaha, NE 68103 Vocational Scholarships Vocational Scholarships Capital Capital Program Support	PC	50,000 50,000 1,000,000 2,000,000 50,000
Midlands Mentoring Partnership 115 South 49th Avenue Omaha, NE 68132 Operating Support	PC	50,000
Midwest Housing Development Fund, Inc. 515 N 162nd Avenue, Suite 202 Omaha, NE 68118 Program Support	PC	50,000
Millard Public Schools 5606 South 147th Street Omaha, NE 68137 Program Support	GOV	12,300
Millard Public Schools Foundation 5225 S 159th Avenue Omaha, NE 68135 Program Support	PC	2,500
Multicultural Coalition 221 West 2nd Street Grand Island, NE 68801 Operating Support Operating Support	PC	30,000 15,000
Nebraska Alliance of Child Advocacy Centers 11949 Q Street Omaha, NE 68137 Operating Support	PC	25,000
Nebraska Appleseed Center for Law in the Public Interest 941 O Street, Suite 920 Lincoln, NE 68508 Program Support	PC	50,000
NAC Development Corporation Joslyn Castle Carriage House 3838 Davenport Street Omaha, NE 68131 Program Support	PC	15,000
Nebraska Children and Families Foundation 215 Centennial Mall South, Suite 200 Lincoln, NE 68508 Program Support Youth Initiative Grant Program Support	PC	50,000 100,000 50,000
Nebraska Community Foundation PO Box 83107 Lincoln, NE 68501 Program Support	PC	100,000
Nebraska Department of Education 301 Centennial Mall South Lincoln, NE 68509 Program Support	GOV	33,500

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
Nebraska Game and Parks Foundation PO Box 36 Waverly, NE 68462 Capital	PC	250,000
Nebraska Shakespeare Festival 2500 California Plaza Omaha, NE 68178 Artstock Grant	PC	10,000
Nebraska Trails Foundation, Inc. 1225 L Street, Suite 501 Lincoln, NE 68508 Capital	PC	140,000
Nebraska Writers Collective 9712 North 34th Street Omaha, NE 68112 Artstock Grant Artstock Grant	PC	7,500 8,500
Nebraskans for Civic Reform 1111 Lincoln Mall, Suite 350 Lincoln, NE 68508 Program Support	PC	35,000
No More Empty Pots 8511 North 30th Street Omaha, NE 68112 Capital	PC	250,000
Nonprofit Association of the Midlands 11205 Wright Circle, Suite 210 Omaha, NE 68144 Program Support	PC	5,000
North Platte Community College Foundation 1101 Halligan Drive North Platte, NE 69101 Vocational Scholarships Vocational Scholarships	PC	15,000 15,000
Northeast Community College Foundation 801 E Benjamin Avenue Norfolk, NE 68702 Vocational Scholarships Vocational Scholarships Program Support	PC	30,000 30,000 27,100
NorthStar Foundation 4242 North 49th Avenue Omaha, NE 68104 Operating Support Operating Support	PC	50,000 50,000
Omaha Area Youth Orchestra, Inc. 1905 Harney Street, #630 Omaha, NE 68102 Capacity-Building Support	PC	3,500
Omaha Bikes 1516 Cuming Street Omaha, NE 68102 Program Support	PC	5,000

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
Omaha Botanical Center, Inc. 100 Bancroft Street Omaha, NE 68108 Capital	PC	500,000
Omaha By Design 618 South 11th Street Omaha, NE 68102 Operating Support Operating Support Program Support	PC	42,500 19,500 40,000
Omaha Community Foundation 302 South 36th Street, Suite 100 Omaha, NE 68131 Program Support Capacity-Building Support	PC	17,500 16,250
Omaha Community Playhouse 6915 Cass Street Omaha, NE 68132 Artstock Grant Capacity-Building Support	PC	12,500 2,500
Omaha Conservatory of Music 7023 Cass Street Omaha, NE 68132 Program Support Artstock Grant	PC	50,000 8,000
Omaha - Council Bluffs Metro Area Planning Agency 2222 Cuming Omaha, NE 68102 Program Support Program Support Program Support	GOV	50,000 5,900 25,000
Omaha Creative Institute 1516 Cuming Street Omaha, NE 68102 Artstock Grant Artstock Grant	PC	7,500 7,500
Omaha Development Foundation 1301 Harney Street Omaha, NE 68102 Program Support	PC	35,000
Omaha Equestrian Foundation 1004 Farnam Street, Suite 400 Omaha, NE 68102 Program Support	PC	50,000
Omaha Girls Rock, Inc. PO Box 4247 Omaha, NE 68104 Artstock Grant	PC	2,500
Omaha Municipal Land Bank 1299 Farnam Street, Suite 300 Omaha, NE 68102 Operating Support	PC	100,000

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
Omaha Performing Arts Society 1200 Douglas Street Omaha, NE 68102 Capital	PC	75,000
Artstock Grant		12,500
Artstock Grant		15,000
Omaha Sports Commission 1004 Farnam Street, Suite 102 Omaha, NE 68102 Program Support	PC	225,000
Omaha Symphony Association 1905 Harney Street, Suite 400 Omaha, NE 68102 Artstock Grant	PC	15,000
Artstock Grant		10,000
Operating Support		50,000
Operating Support		50,000
Omaha Theater Company for Young People 2001 Farnam Street Omaha, NE 68102 Artstock Grant	PC	25,000
Omaha Zoo Foundation 3701 South 10th Street Omaha, NE 68107 Capital	SO I	1,000,000
Opera Omaha, Inc. 1850 Farnam Street Omaha, NE 68102 Artstock Grant	PC	17,500
Operating Support		125,000
Panhandle Area Development District 1620 Broadway, Suite A-10 Scottsbluff, NE 69361 Program Support	PC	33,250
Patriotic Productions, Inc. 16213 Lamp Street Omaha, NE 68118 Program Support	PC	86,500
Platte River Whooping Crane Maintenance Trust, Inc. 6611 W Whooping Crane Drive Wood River, NE 68883 Capital	SO I	100,000
Project Harmony 11949 Q Street Omaha, NE 68137 Operating Support	PC	100,000
Rebuilding Together Greater Fremont Area, Inc. 445 E 1st Street, Suite 2 Fremont, NE 68025 Operating Support	PC	20,000
Rebuilding Together Omaha 2316 South 24th Street Omaha, NE 68108 Operating Support	PC	35,000

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
River City Mixed Chorus PO Box 3267 Omaha, NE 68103	PC	
Artstock Grant		2,500
Artstock Grant		5,000
The Salvation Army 10755 Burt Street Omaha, NE 68114	PC	
Capital		1,000,000
Saving Grace Perishable Food Rescue, Inc. 4611 S 96th Street, Suite 112 Omaha, NE 68127	PC	
Capital		50,000
Southeast Community College Educational Foundation 1111 O Street, Suite 214 Lincoln, NE 68508	PC	
Vocational Scholarships		30,000
Vocational Scholarships		30,000
Spark 1905 Harney Street, Suite 700 Omaha, NE 68102	PC	
Operating Support		50,000
Stephen Center, Inc. 2723 Q Street Omaha, NE 68107	PC	
Program Support		75,000
The Tabor Historical Society PO Box 584 Tabor, IA 51653	PC	
Capital		15,000
Together, Inc. of Metropolitan Omaha 812 South 24th Street Omaha, NE 68108	PC	
Program Support		115,750
Program Support		115,750
The Union for Contemporary Art 2423 North 24th Street Omaha, NE 68110	PC	
Capital		62,500
Capital		200,000
Artstock Grant		18,000
United Way Of The Midlands 2201 Farnam Street Omaha, NE 68102	PC	
Program Support		330,000
University Of Nebraska Foundation 1010 Lincoln Mall, Suite 300 Lincoln, NE 68508	PC	
Capital		2,000,000
Capital		3,000,000
Program Support		100,000
Program Support		77,500
Operating Support		76,200
Educator Opportunity Scholarships		202,250

Part XV, Line 3a

Name and Address of Recipient	Fdn status	Amount
Valley Performing Arts Theater, Inc. 129 South 16th Street, PO Box 56 Ord, NE 68862 Capital	PC	25,000
Village of Greenwood 619 Main Street, PO Box 190 Greenwood, NE 68366 Capital	GOV	15,000
Village of Walthill 224 Main Street, PO Box 246 Walthill, NE 68067 Operating Support	GOV	75,000
Visiting Nurse Health Services 12565 West Center Road, Suite 100 Omaha, NE 68144 Program Support Program Support	PC	62,500 62,500
Voz de Esperanza 3020 18th Street Suite 7 Columbus, NE 68601 Program Support	PC	20,000
Wayne State Foundation 1111 Main Street Wayne, NE 68787 Capital	PC	500,000
Western Nebraska Community College Foundation 1601 East 27th Street Scottsbluff, NE 69361 Vocational Scholarships Vocational Scholarships	PC	15,000 15,000
Why Arts, Inc. 1030 S 111th Plaza Omaha, NE 68154 Artstock Grant	PC	5,000
Willa Cather Foundation 413 North Webster Red Cloud, NE 68970 Capital Capital	PC	100,000 100,000
Women's Center for Advancement 222 South 29th Street Omaha, NE 68131 Operating Support	PC	61,300
YFC, Inc. 725 North 14th Street Omaha, NE 68012 Capacity-Building Support	PC	24,000
YMCA of Greater Omaha 430 South 20th Street Omaha, NE 68102 Program Support	PC	25,000
YMCA of Lincoln 570 Fallbrook Boulevard, Suite 210 Lincoln, NE 68521 Program Support	PC	2,500

Name and Address of Recipient	Part XV, Line 3a	Fdn status	Amount
Youth Frontiers, Inc. - Nebraska Affiliate 7101 Mercy Road, Suite 150 Omaha, NE 68106 Program Support		PC	50,000
Bemis Park Neighborhood Association 3419 Hawthorne Avenue Omaha, NE 68131 Neighborhood Grant		NC	521
Blackstone Neighborhood Association 632 South 38th Street Omaha, NE 68105 Neighborhood Grant		NC	3,000
Deer Park Neighborhood Association 2402 South 13th Street Omaha, NE 68108 Neighborhood Grant		PC	6,737
Gifford Park Neighborhood Association PO Box 31462 Omaha, NE 68131 Neighborhood Grant		PC	1,500
Midtown Neighborhood Alliance PO Box 31191 Omaha, NE 68131 Neighborhood Grant		PC	8,709
Wyman Heights Neighborhood Association 9426 North 29th Street Omaha, NE 68112 Neighborhood Grant		NC	436
Total to Part XV, Line 3a			<u><u>21,173,476</u></u>

Part XV, Line 3b

Name and Address of Recipient	Fdn status	Grant Amount	Unpaid Balance
African Culture Connection 8031 West Center Road, Suite 322 Omaha, NE 68124 Artstock Grant	PC	25,000	12,500
Ballet Nebraska 918 South 37th Street Omaha, NE 68105 Artstock Grant	PC	15,000	7,500
Bemis Center For Contemporary Arts 724 South 12th Street Omaha, NE 68102 Artstock Grant Capital	PC	50,000 55,000	25,000 55,000
Big Brothers Big Sisters of the Midlands 10831 Old Mill Road, Suite 400 Omaha, NE 68154 Operating Support	PC	150,000	150,000
The Blue Barn Theatre 1106 South 10th Street Omaha, NE 68108 Artstock Grant	PC	15,000	7,500
Boys and Girls Clubs of the Midlands 2610 Hamilton Street Omaha, NE 68131 Capital Program Support	PC	1,500,000 70,000	1,500,000 35,000
Center for Rural Affairs PO Box 136 145 Main Street Lyons, NE 68038 Program Support	PC	50,000	50,000
Central Community College Foundation 2727 West Second Street, Suite 211 Hastings, NE 68901 Vocational Scholarships	PC	90,000	90,000
Centro Latino of Iowa 300 West Broadway, Suite 40 Council Bluffs, IA 51503 Operating Support	PC	55,000	55,000
Children's Hospital & Medical Center Foundation 8401 West Dodge Road, Suite 120 Omaha, NE 68114 Capital	PC	1,000,000	1,000,000
Children's Respite Care Center, Inc. 5321 South 138th Street Omaha, NE 68137 Capacity-Building Support	PC	150,000	150,000

Part XV, Line 3b

Name and Address of Recipient	Fdn status	Grant Amount	Unpaid Balance
City of Norfolk 309 North 5th Street Norfolk, NE 68701 Capital	GOV	75,000	75,000
City of Omaha Police Foundation, Inc. 6457 Frances Street, Suite 100 Omaha, NE 68106 Capital	PC	198,000	198,000
City Sprouts, Inc. 4002 Seward Street Omaha, NE 68111 Operating Support	PC	20,000	20,000
College Possible 900 South 74th Plaza, Suite 403 Omaha, NE 68114 Operating Support	PC	750,000	750,000
Community Information Trust 7205 Dodge Street Omaha, NE 68114 Capital	PC	238,543	238,543
Completely Kids 2566 Saint Mary's Avenue Omaha, NE 68105 Capital	PC	500,000	500,000
Creighton University 2500 California Plaza Omaha, NE 68178 Operating Support	PC	150,000	150,000
Defy Ventures, Inc. 5 Penn Plaza, 19th Floor New York, NY 10001 Program Support	PC	150,000	125,000
Douglas County 1819 Farnam Street, LC2 Omaha, NE 68183 Program Support	GOV	180,000	120,000
Downtown Riverfront Trust 10306 Regency Parkway Drive Omaha, NE 68114 Program Support	PC	250,000	250,000
The Durham Museum 801 South Tenth Street Omaha, NE 68108 Capital Artstock Grant	PC	700,000 35,000	700,000 17,500

Part XV, Line 3b

Name and Address of Recipient	Fdn status	Grant Amount	Unpaid Balance
El Museo Latino 4701 S 25th Street Omaha, NE 68107 Artstock Grant	PC	20,000	10,000
Elkhorn Valley Historical Society of Norfolk 515 Queen City Boulevard Norfolk, NE 68701 Capital	PC	25,000	12,500
Father Flanagan's Boys Home 14100 Crawford Street Boys Town, NE 68010 Program Support	PC	125,000	125,000
Film Streams, Inc. 1340 Mike Fahey Street Omaha, NE 68102 Capital Artstock Grant	PC	500,000 30,000	500,000 15,000
Fresh Start, Inc. 6433 Havelock Avenue Lincoln, NE 68507 Program Support	PC	40,000	40,000
Girl Scouts Spirit of Nebraska 2121 South 44th Street Omaha, NE 68105 Program Support	PC	50,000	25,000
Girls Incorporated of Omaha 2811 North 45th Street Omaha, NE 68104 Program Support	PC	140,000	140,000
Greater Omaha Chamber Foundation 1301 Harney Street Omaha, NE 68102 Program Support	PC	35,000	35,000
Grief's Journey 7811 Farnam Drive Omaha, NE 68114 Operating Support	PC	50,000	25,000
Habitat for Humanity, Inc. -Omaha Chapter 1701 North 24th Street Omaha, NE 68110 Capital	PC	150,000	150,000
Hear Nebraska, Inc. 725 North 14th Street Omaha, NE 68102 Artstock Grant	PC	25,000	12,500

Part XV, Line 3b

Name and Address of Recipient	Fdn status	Grant Amount	Unpaid Balance
Heartland Bike Share 1144 North 11th Street, Suite B Omaha, NE 68102 Operating Support	PC	90,000	60,000
Heartland Equine Therapeutic Riding Academy, Inc. 10130 South 222nd Street Gretna, NE 68028 Program Support	PC	102,000	76,250
Heartland Workers Center 4923 South 24th Street, Suite 3A Omaha, NE 68107 Operating Support	PC	50,000	50,000
Heartland Workforce Solutions, Inc. 5752 Ames Avenue Omaha, NE 68104 Operating Support	PC	50,000	50,000
Holy Name Housing Corporation 4324 Fort Street Omaha, NE 68111 Operating Support	PC	150,000	75,000
Iowa Western Community College Foundation 25 Main Place, Suite 550 Council Bluffs, IA 51503 Vocational Scholarships	PC	90,000	90,000
Joslyn Art Museum 2200 Dodge Street Omaha, NE 68102 Artstock Grant	PC	45,000	22,500
Justice For Our Neighbors - Nebraska 2414 E Street Omaha, NE 68107 Program Support	PC	300,000	250,000
Kaneko 1111 Jones Street Omaha, NE 68102 Artstock Grant	PC	36,000	18,000
Latino Center of the Midlands 4821 South 24th Street Omaha, NE 68107 Capacity-Building Support	PC	3,000	3,000
Lincoln Community Foundation 215 Centennial Mall South, Suite 100 Lincoln, NE 68508 Program Support	PC	100,000	50,000
Metropolitan Community College Foundation PO Box 3777 Omaha, NE 68103 Vocational Scholarships	PC	150,000	150,000

Part XV, Line 3b

Name and Address of Recipient	Fdn status	Grant Amount	Unpaid Balance
Midlands Latino CDC 4923 South 24th Street, Suite 201 Omaha, NE 68107 Program Support	PC	70,000	70,000
Midwest Housing Development Fund, Inc. 515 N 162nd Avenue, Suite 202 Omaha, NE 68118 Program Support	PC	150,000	100,000
NAC Development Corporation Joslyn Castle Carriage House 3838 Davenport Street Omaha, NE 68131 Program Support	PC	6,500	6,500
Nebraska Children and Families Foundation 215 Centennial Mall South, Suite 200 Lincoln, NE 68508 Youth Initiative Grant	PC	300,000	200,000
Nebraska Shakespeare Festival 2500 California Plaza Omaha, NE 68178 Artstock Grant	PC	20,000	10,000
Nebraska Writers Collective 9712 North 34th Street Omaha, NE 68112 Artstock Grant	PC	17,000	8,500
No More Empty Pots 8511 North 30th Street Omaha, NE 68112 Operating Support	PC	100,000	100,000
Nonprofit Association of the Midlands 11205 Wright Circle, Suite 210 Omaha, NE 68144 Operating Support	PC	150,000	150,000
North Platte Community College Foundation 1101 Halligan Drive North Platte, NE 69101 Vocational Scholarships	PC	45,000	45,000
North Platte Community Playhouse 301 East 5th PO Box 1045 North Platte, NE 69103 Capital	PC	50,000	50,000
Northeast Community College Foundation 801 E Benjamin Avenue Norfolk, NE 68702 Vocational Scholarships	PC	90,000	90,000

Part XV, Line 3b

Name and Address of Recipient	Fdn status	Grant Amount	Unpaid Balance
Omaha Area Youth Orchestra, Inc. 1905 Harney Street, #630 Omaha, NE 68102 Capacity-Building Support	PC	7,000	3,500
Omaha Bikes 1516 Cuming Street Omaha, NE 68102 Program Support	PC	20,000	15,000
Omaha Children's Museum, Inc. 500 South 20th Street Omaha, NE 68102 Capital	PC	50,000	50,000
Omaha Conservatory of Music 7023 Cass Street Omaha, NE 68132 Artstock Grant	PC	16,000	8,000
Omaha - Council Bluffs Metro Area Planning Agency 2222 Cuming Omaha, NE 68102 Program Support	GOV	125,000	100,000
Omaha Creative Institute 1516 Cuming Street Omaha, NE 68102 Artstock Grant	PC	15,000	7,500
Omaha Healthy Kids Alliance 5006 Underwood Avenue Omaha, NE 68132 Operating Support	PC	150,000	150,000
Omaha Municipal Land Bank 1299 Farnam Street, Suite 300 Omaha, NE 68102 Operating Support	PC	450,000	450,000
Omaha Performing Arts Society 1200 Douglas Street Omaha, NE 68102 Artstock Grant Capital	PC	30,000 250,000	15,000 250,000
Omaha Symphony Association 1905 Harney Street, Suite 400 Omaha, NE 68102 Operating Support Artstock Grant	PC	100,000 20,000	50,000 10,000
Opera Omaha, Inc. 1850 Farnam Street Omaha, NE 68102 Program Support	PC	105,000	105,000

Part XV, Line 3b

Name and Address of Recipient	Fdn status	Grant Amount	Unpaid Balance
Platte River Whooping Crane Maintenance Trust, Inc. 6611 W Whooping Crane Drive Wood River, NE 68883 Capital	SO I	200,000	100,000
Police Athletics for Community Engagement 5105 South 37th Street Omaha, NE 68107 Operating Support	PC	60,000	60,000
Pottawattamie Arts Culture and Entertainment 1228 South Main Street, Suite 115 Council Bluffs, IA 51503 Capital	PC	750,000	750,000
Project Harmony 11949 Q Street Omaha, NE 68137 Capital	PC	500,000	500,000
Republican Valley Child Development Center, Inc. 401 North Webster Street Red Cloud, NE 68970 Capital	PC	100,000	100,000
River City Mixed Chorus PO Box 3267 Omaha, NE 68103 Artstock Grant	PC	10,000	5,000
School District of Columbus Foundation, Inc. 2508 27th Street PO Box 947 Columbus, NE 68601 Program Support	SO I	100,000	100,000
Southeast Community College Educational Foundation 1111 O Street, Suite 214 Lincoln, NE 68508 Vocational Scholarships	PC	90,000	90,000
Spark 1905 Harney Street, Suite 700 Omaha, NE 68102 Operating Support	PC	300,000	250,000
Tenth Street Market PO Box 31134 Omaha, NE 68131 Capital	PC	750,000	750,000
The Union for Contemporary Art 2423 North 24th Street Omaha, NE 68110 Artstock Grant	PC	36,000	18,000
United Way Of The Midlands 2201 Farnam Street Omaha, NE 68102 Program Support	PC	225,000	225,000

Part XV, Line 3b

Name and Address of Recipient	Fdn status	Grant Amount	Unpaid Balance
University Of Nebraska Foundation 1010 Lincoln Mall, Suite 300 Lincoln, NE 68508	PC		
Program Support		232,500	155,000
Operating Support		224,000	147,800
Voz de Esperanza 3020 18th Street Suite 7 Columbus, NE 68601	PC		
Operating Support		35,000	35,000
Western Nebraska Community College Foundation 1601 East 27th Street Scottsbluff, NE 69361	PC		
Vocational Scholarships		45,000	45,000
Why Arts, Inc. 1030 S 111th Plaza Omaha, NE 68154	PC		
Artstock Grant		10,000	5,000
Women's Center for Advancement 222 South 29th Street Omaha, NE 68131	PC		
Capital		250,000	250,000
YMCA Norfolk 301 West Benjamin Avenue Norfolk, NE 68701	PC		
Capital		350,000	350,000
YouTurn 2505 North 24th Street Omaha, NE 68110	PC		
Operating Support		50,000	50,000
Deer Park Neighborhood Association 2402 South 13th Street Omaha, NE 68108	PC		
Neighborhood Grant		1,800	1,800
Elmwood Park Neighborhood Association 627 South 67th Avenue Omaha, NE 68106	NC		
Neighborhood Grant		5,000	5,000
Ford Birthsite Neighborhood Association 1134 South 30th Avenue Omaha, NE 68105	NC		
Neighborhood Grant		2,500	2,500
Midtown Neighborhood Alliance PO Box 31191 Omaha, NE 68131	PC		
Neighborhood Grant		10,000	10,000
Neighborhood Action and Fact Association 4123 North 25th Avenue Omaha, NE 68111	NC		
Neighborhood Grant		500	500

		Part XV, Line 3b		
Name and Address of Recipient	Fdn status	Grant Amount	Unpaid Balance	
Park East Neighborhood Association 11616 I Street Omaha, NE 68137 Neighborhood Grant	NC	2,500	2,500	
Raven Oaks Improvement Association 8726 North 52nd Avenue Omaha, NE 68152 Neighborhood Grant	NC	5,000	5,000	
Spring Lake Park Team 4502 South 14th Street Omaha, NE 68107 Neighborhood Grant	NC	5,000	5,000	
Total to Part XV, Line 3b		<u>15,513,843</u>	<u>14,328,393</u>	