

Return of Private Foundation

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

2017

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation Joseph B. Whitehead Foundation		A Employer identification number 58-6001954
Number and street (or P.O. box number if mail is not delivered to street address) 191 Peachtree Street NE	Room/suite 3540	B Telephone number 4045226755
City or town, state or province, country, and ZIP or foreign postal code Atlanta, GA 30303-1799		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,534,891,940.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				N/A	
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	173,040.	173,040.		Statement 1
4	Dividends and interest from securities	48,037,790.	48,037,790.		Statement 2
5a	Gross rents	42,000.	42,000.		Statement 3
b	Net rental income or (loss)	39,900.			Statement 4
6a	Net gain or (loss) from sale of assets not on line 10	13,383,670.			
b	Gross sales price for all assets on line 6a	63,732,202.			
7	Capital gain net income (from Part IV, line 2)		13,383,670.		
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)				
11	Other income				
12	Total. Add lines 1 through 11	61,636,500.	61,636,500.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	233,609.	64,473.		169,136.
14	Other employee salaries and wages	164,633.	12,086.		152,547.
15	Pension plans, employee benefits	90,105.	7,900.		82,205.
16a	Legal fees Stmt 5	489.	34.		455.
b	Accounting fees Stmt 6	15,225.	1,066.		14,159.
c	Other professional fees Stmt 7	60,180.	54,917.		5,263.
17	Interest				
18	Taxes Stmt 8	606,000.	0.		0.
19	Depreciation and depletion	6,969.	489.		
20	Occupancy	49,843.	3,489.		46,354.
21	Travel, conferences, and meetings	8,877.	387.		8,490.
22	Printing and publications	1,221.	85.		1,136.
23	Other expenses Stmt 9	37,078.	4,192.		32,885.
24	Total operating and administrative expenses. Add lines 13 through 23	1,274,229.	149,118.		512,630.
25	Contributions, gifts, grants paid	69,407,000.			69,407,000.
26	Total expenses and disbursements. Add lines 24 and 25	70,681,229.	149,118.		69,919,630.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-9,044,729.			
b	Net investment income (if negative, enter -0-)		61,487,382.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	15,280.	5,324.	5,324.
	2 Savings and temporary cash investments	14,966,273.	10,580,964.	10,592,394.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 10	86,556,200.	101,868,240.	152,321,798.5.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis	71,143.		
Less: accumulated depreciation	71,143.	71,143.	958,333.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis	61,414.			
Less: accumulated depreciation	47,164.	21,219.	14,250.	
15 Other assets (describe Statement 11)	58,229.	69,324.	103,654.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	101,688,344.	112,609,245.	153,489,194.0.	
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			
	22 Other liabilities (describe 457 (b) PLAN)	4,401.	6,642.	
23 Total liabilities (add lines 17 through 22)	4,401.	6,642.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	101,683,943.	112,602,603.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	101,683,943.	112,602,603.		
31 Total liabilities and net assets/fund balances	101,688,344.	112,609,245.		

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	101,683,943.
2 Enter amount from Part I, line 27a	2	-9,044,729.
3 Other increases not included in line 2 (itemize) GAIN ON STOCK GRANT	3	19,963,389.
4 Add lines 1, 2, and 3	4	112,602,603.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	112,602,603.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		Various	Various
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 63,732,202.		50,348,532.	13,383,670.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			13,383,670.
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	13,383,670.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	70,856,048.	1,417,944,171.	.049971
2015	57,899,673.	1,370,880,986.	.042235
2014	44,342,629.	1,368,211,284.	.032409
2013	36,606,202.	1,329,874,896.	.027526
2012			

2 Total of line 1, column (d)	2	.152141
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.038035
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,448,341,074.
5 Multiply line 4 by line 3	5	55,087,653.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	614,874.
7 Add lines 5 and 6	7	55,702,527.
8 Enter qualifying distributions from Part XII, line 4	8	69,919,630.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	614,874.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	614,874.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	614,874.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	619,849.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d		7	619,849.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	4,975.
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 4,975. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?			<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?			<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.			<input checked="" type="checkbox"/>
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?			<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A			
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .			<input checked="" type="checkbox"/>
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> <u>GA</u>			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation		<input checked="" type="checkbox"/>	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV			<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			<input checked="" type="checkbox"/>

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
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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.jbwhitehead.org
14 The books are in care of Erik S. Johnson, Secretary Telephone no. 404-522-6755 Located at 191 Peachtree Street NE, Suite 3540, Atlanta, GA ZIP+4 30303
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? 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.)
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?
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?

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:		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/>		
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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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
TRUSTEES -see attached detail listing	Trustees			
	6.00	85,000.	2,904.	0.
OFFICERS -see attached detail listing	Officers			
	16.00	148,609.	34,258.	728.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
T. ROWE PRICE ASSOCIATES P.O. BOX 64043, BALTIMORE, MD 21264	Investment Manager	88,769.
SUNTRUST BANK 303 PEACHTREE ST, ATLANTA, GA 30308	Investment Advisor	54,521.

Total number of others receiving over \$50,000 for professional services 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 0.

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	1,455,599,334.
b	Average of monthly cash balances	1b	13,738,968.
c	Fair market value of all other assets	1c	1,058,727.
d	Total (add lines 1a, b, and c)	1d	1,470,397,029.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	31,892,192.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,470,397,029.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,055,955.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,448,341,074.
6	Minimum investment return. Enter 5% of line 5	6	72,417,054.

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	72,417,054.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	614,874.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	614,874.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	71,802,180.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	71,802,180.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	71,802,180.

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	69,919,630.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	69,919,630.
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	5	614,874.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	69,304,756.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				71,802,180.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			60,881,248.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 69,919,630.				
a Applied to 2016, but not more than line 2a			60,881,248.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				9,038,382.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				62,763,798.
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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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).

None

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

None

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

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

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

See attached schedule

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

See attached schedule

c Any submission deadlines:

See attached schedule

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

See attached schedule

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
See attached schedule				69,407,000.
Total				▶ 3a 69,407,000.
b Approved for future payment				
See attached schedule				9,218,000.
Total				▶ 3b 9,218,000.

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return. Form **990-PF**

2017

▶ Go to www.irs.gov/Form2220 for instructions and the latest information.

Name Joseph B. Whitehead Foundation	Employer identification number 58-6001954
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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	614,874.
2 a 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	614,874.
4 Enter the tax shown on the corporation's 2016 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	458,834.
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	458,834.

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 The corporation is using the adjusted seasonal installment method.

7 The corporation is using the annualized income installment method.

8 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	05/15/17	06/15/17	09/15/17	12/15/17
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch 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	6,627.	10,089.	183,995.	284,576.
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	18,849.	16,000.	370,000.	210,000.
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		12,222.	18,133.	204,138.
13 Add lines 11 and 12	13		28,222.	388,133.	414,138.
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	18,849.	28,222.	388,133.	414,138.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
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	12,222.	18,133.	204,138.	

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.

LHA For Paperwork Reduction Act Notice, see separate instructions. Form 2220 (2017)

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 4/15/2017 and before 7/1/2017	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2017 and before 10/1/2017	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2017 and before 1/1/2018	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2017 and before 4/1/2018	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2018 and before 7/1/2018	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2018 and before 10/1/2018	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2018 and before 1/1/2019	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2018 and before 3/16/2019	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	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	\$		0.

* 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.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

Table with 5 columns: (a) First 3 months, (b) First 5 months, (c) First 8 months, (d) First 11 months. Rows include taxable income for various periods (1a-1c, 2, 3a-3c, 4-6, 7-9c, 10, 11a-11c, 12-13, 14-16, 17-18, 19) and calculations for tax after credits.

**

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)				
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	441,799.	835,789.	13,380,754.	36,396,642.
22	Annualization amounts (see instructions)	6.000000	4.000000	2.000000	1.333330
23a	Annualized taxable income. Multiply line 21 by line 22	2,650,794.	3,343,156.	26,761,508.	48,528,735.
23b	Extraordinary items (see instructions)				
23c	Add lines 23a and 23b	2,650,794.	3,343,156.	26,761,508.	48,528,735.
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	26,508.	33,432.	267,615.	485,287.
25	Enter any alternative minimum tax for each payment period (see instructions)				
26	Enter any other taxes for each payment period. See instr.				
27	Total tax. Add lines 24 through 26	26,508.	33,432.	267,615.	485,287.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	26,508.	33,432.	267,615.	485,287.
30	Applicable percentage	25%	50%	75%	100%
31	Multiply line 29 by line 30	6,627.	16,716.	200,711.	485,287.

Part III Required Installments

		1st installment	2nd installment	3rd installment	4th installment
		Note: Complete lines 32 through 38 of one column before completing the next column.			
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	6,627.	16,716.	200,711.	485,287.
33	Add the amounts in all preceding columns of line 32. See instructions		6,627.	16,716.	200,711.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	6,627.	10,089.	183,995.	284,576.
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	114,709.	192,729.	153,719.	153,718.
36	Subtract line 38 of the preceding column from line 37 of the preceding column		108,082.	290,722.	260,446.
37	Add lines 35 and 36	114,709.	300,811.	444,441.	414,164.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	6,627.	10,089.	183,995.	284,576.

Form 2220 (2017)

** Annualized Income Installment Method Using Standard Option

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CASH EQUIVALENTS	173,040.	173,040.	
Total to Part I, line 3	173,040.	173,040.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
DIVIDENDS	48,037,790.	0.	48,037,790.	48,037,790.	
To Part I, line 4	48,037,790.	0.	48,037,790.	48,037,790.	

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Peachtree Center land, Atlanta, GA	1	42,000.
Total to Form 990-PF, Part I, line 5a		42,000.

Form 990-PF Rental Expenses Statement 4

Description	Activity Number	Amount	Total
COMMISSION		2,100.	
- SubTotal -	1		2,100.
Total rental expenses			2,100.
Net rental Income to Form 990-PF, Part I, line 5b			39,900.

Form 990-PF	Legal Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
LEGAL FEES	489.	34.		455.	
To Fm 990-PF, Pg 1, ln 16a	489.	34.		455.	

Form 990-PF	Accounting Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
AUDITOR FEES	15,225.	1,066.		14,159.	
To Form 990-PF, Pg 1, ln 16b	15,225.	1,066.		14,159.	

Form 990-PF	Other Professional Fees			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
BENEFIT CONSULTANTS INVESTMENT FEES	5,659. 54,521.	396. 54,521.		5,263. 0.	
To Form 990-PF, Pg 1, ln 16c	60,180.	54,917.		5,263.	

Form 990-PF	Taxes			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
EXCISE TAX	606,000.	0.		0.	
To Form 990-PF, Pg 1, ln 18	606,000.	0.		0.	

Form 990-PF	Other Expenses			Statement 9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER	13,703.	959.		12,744.
OFFICE INSURANCE	6,129.	429.		5,700.
SUPPLIES	1,102.	77.		1,025.
ORGANIZATION DUES	9,940.	340.		9,600.
POSTAGE	657.	46.		611.
REPAIRS AND MAINTENANCE	975.	69.		906.
TELEPHONE	1,878.	131.		1,747.
MISCELLANEOUS	594.	41.		552.
COMMISSION	2,100.	2,100.		0.
To Form 990-PF, Pg 1, ln 23	37,078.	4,192.		32,885.

Form 990-PF	Corporate Stock		Statement 10
Description	Book Value	Fair Market Value	
VARIOUS - SEE ATTACHED SCHEDULE	101,868,240.	1,523,217,985.	
Total to Form 990-PF, Part II, line 10b	101,868,240.	1,523,217,985.	

Form 990-PF	Other Assets			Statement 11
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value	
457(b) PLAN	54,572.	65,905.	100,235.	
BENEFIT PLANS	3,657.	3,419.	3,419.	
To Form 990-PF, Part II, line 15	58,229.	69,324.	103,654.	

990-PF	Involvement With Noncharitable Organizations Part XVII, Line 1, Column (d)	Statement 12
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Name of Noncharitable Exempt Organization

AGAPE COMMUNITY CENTER HOLDING COMPANY

Description of Transfers, Transactions, and Sharing Arrangements

GRANT- SEE ATTACHED EXPENDITURE RESPONSIBILITY STATEMENT

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954

Form 990-PF, Year 2017, Part I, Line 19a and Part II, Line 14

Asset Description	In service	Life	End Date	Cost	Depreciation Expense	Accumulated Depreciation	Net Book Value
Asset Class- 5-Year Property (Computers)							
AV Equipment	7/1/11	5	6/30/16	1,946	0	1,946	0
AV for sitting room	3/1/12	5	2/28/17	427	15	427	0
AV for sitting room	3/1/12	5	2/28/17	146	5	146	0
Class totals				2,519	20	2,519	0
Asset Class- 7-Year Property (Furniture, Telephones, Copiers)							
Board Table	7/1/11	7	6/30/18	4,328	618	4,018	310
Card Access	7/1/11	7	6/30/18	545	78	507	38
Card Access	7/1/11	7	6/30/18	241	34	223	18
Chairs	7/1/11	7	6/30/18	6,036	862	5,604	432
Credenza	7/1/11	7	6/30/18	164	23	151	13
Desk Chairs	7/1/11	7	6/30/18	674	96	625	49
Desks and Credenzas	7/1/11	7	6/30/18	12,941	1,849	12,018	923
File Cabinets	7/1/11	7	6/30/18	4,011	573	3,725	286
File Cabinets	7/1/11	7	6/30/18	23	3	20	3
Furniture Installation	7/1/11	7	6/30/18	52	7	47	5
Furniture Installation	7/1/11	7	6/30/18	23	3	20	3
Furniture Installation	7/1/11	7	6/30/18	280	40	260	20
Furniture Installation	7/1/11	7	6/30/18	1,307	187	1,215	92
Guest Chairs	7/1/11	7	6/30/18	596	85	553	43
Rug	7/1/11	7	6/30/18	1,167	167	1,084	83
Rugs	7/1/11	7	6/30/18	1,941	277	1,802	139
Sitting Room Table	7/1/11	7	6/30/18	259	37	240	19
Breakroom tables	10/1/11	7	9/30/18	163	23	145	18
Drapery	10/1/11	7	9/30/18	641	92	574	67
Rug	10/1/11	7	9/30/18	559	80	499	60
Art- Photography	10/1/11	7	9/30/18	678	97	606	72
Art- Photography	10/1/11	7	9/30/18	189	27	169	20
Credenza and Installation	11/1/11	7	10/31/18	354	51	313	41
President's Desk	12/1/11	7	11/30/18	1,035	148	900	135
Leather Chair	3/1/12	7	2/28/19	215	31	180	35
Sitting room artwork	4/1/12	7	3/31/19	829	118	680	149
Art- Photography	8/1/12	7	7/31/19	424	61	329	95
Class totals				39,675	5,667	36,507	3,168
Asset Class- 15-Year Leasehold Improvements							
Leasehold Improvements	7/1/11	15	6/30/26	14,664	978	6,356	8,308
Construction Admin	7/1/11	15	6/30/26	281	19	123	158
Media and display casework	3/1/12	15	2/28/27	1,907	127	741	1,166
Media and display casework	3/1/12	15	2/28/27	1,869	125	728	1,141
Electrical for sitting rm	3/1/12	15	2/28/27	299	20	116	183
Film to offices	6/1/12	15	5/31/27	200	13	73	127
Class totals				19,220	1,282	8,137	11,083
GRAND TOTAL				61,414	6,969	47,164	14,250

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954
Form 990-PF, Year 2017, Part I, Line 25 and Part XV, Line 3a
GRANTS PAID IN 2017

Recipient	Foundation Status	Purpose of Grant	Amount
<u>CHILD WELFARE & YOUTH DEVELOPMENT</u>			
Boys & Girls Clubs of Metro Atlanta 1275 Peachtree St., NE, Suite 500 Atlanta, GA 30309	PC	Operating support (\$1 million) and support of Open the Door campaign (\$3.5 million) to increase impact.	4,500,000
CHRIS 180 1017 Fayetteville Road, Suite B Atlanta, GA 30316	PC	\$12 million campaign to expand and renovate facilities for organization serving youth with emotional and mental health challenges.	3,000,000
Georgia CASA 75 Marietta Street, NW, Suite 404 Atlanta, GA 30303	PC	Operating support (\$400,000) and support of expansion plan (\$100,000) for organization providing advocates for children in foster care.	500,000
Georgia Center for Child Advocacy P.O. Box 17770 Atlanta, GA 30316	PC	Support of operations over two years to meet increased demand for services for organization providing support for victims of child abuse.	75,000
Georgia Family Connection Partnership 235 Peachtree Street, Suite 1600 Atlanta, GA 30303	PC	Support of statewide network to improve child well-being in Georgia.	600,000
KidsPeace 101 KidsPeace Drive Bowdon, GA 30108	PC	Construction of a new 20-bed wing at Bowdon campus to house additional youth in need of residential mental health treatment.	900,000
Our House, Inc. 173 Boulevard, NE Atlanta, GA 30312	PC	Capacity-building to strengthen organization providing shelter and childcare for homeless families.	100,000
Supporting Adoption and Foster Families Together Inc. 219 Castleberry Road Cumming, GA 30040	PC	Development of program at Families First to serve children in foster care and their families. Payable over two years.	100,000
Vision Atlanta Inc. P.O. Box 867 Roswell, GA 30077	PC	Capital needs, including acquisition of bunk beds, for camp serving at-risk youth.	100,000
Voices for Georgia's Children 75 Marietta Street, NW, Suite 401 Atlanta, GA 30303-3068	PC	Operating support for child policy and advocacy organization.	250,000
		TOTAL CHILD WELFARE & YOUTH DEVELOPMENT	10,125,000
<u>COMMUNITY DEVELOPMENT</u>			
Atlanta Community ToolBank 410 Englewood Avenue, SE Atlanta, GA 30315	PC	Capital campaign to complete renovations to warehouse to meet increased demand for tool-lending services to the charitable sector.	150,000
		TOTAL COMMUNITY DEVELOPMENT	150,000
<u>EDUCATION</u>			
Agape Community Center Holding Company fbo Agape Youth & Family Center 2353 Bolton Road, NW Atlanta, GA 30318	NC	Purchase and renovation of a new facility in the Bolton Road community to house the Agape Youth & Family Center (grant paid to Holding Company at request of Agape Youth & Family Center).	1,250,000
Atlanta Speech School 3160 Northside Parkway, NW Atlanta, GA 30327	PC	Support of Joseph B. Whitehead Scholarship Endowment (\$6.5 million) and capital costs to acquire and develop adjacent property (\$3.5 million) as part of \$30 million campaign.	10,000,000
Communities in Schools of Georgia 260 Peachtree Street, Suite 700 Atlanta, GA 30303	PC	Operating support of CISGA, which works to improve academic performance and reduce dropouts among at-risk youth.	800,000
Community Foundation for Greater Atlanta 191 Peachtree Street, NE, Suite 1000 Atlanta, GA 30303	PC	For the Joseph B. Whitehead Fund to support Achieve Atlanta, an initiative to improve the postsecondary success of students in Atlanta Public Schools.	20,000,000

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954
Form 990-PF, Year 2017, Part I, Line 25 and Part XV, Line 3a
GRANTS PAID IN 2017

Recipient	Foundation Status	Purpose of Grant	Amount
Georgia Leadership Institute for School Improvement 3237 Satellite Blvd., Suite 460 Duluth, GA 30096	PC	Support of leadership program for school districts.	800,000
Georgia Partnership for Excellence in Education 270 Peachtree Street, Suite 2200 Atlanta, GA 30303	PC	Operating support for organization working to improve K-12 public education through research and public policy.	700,000
Georgia State University P.O. Box 3999 Atlanta, GA 30302-3999	PC	Support of After-School All-Stars program and summer academy at Sylvan Hills Middle School.	284,000
Horizons Atlanta 177 North Avenue, NW 3rd Floor, Suite 11 Atlanta, GA 30332	PC	Expansion of Horizons Atlanta's academic enrichment program. Payable over two years.	150,000
KIPP: Metro Atlanta 504 Fair Street, SW, Suite 300 Atlanta, GA 30313-1206	PC	Operating support for KIPP network of charter schools.	500,000
Literacy Action 100 Edgewood Ave., Suite 650 Atlanta, GA 30303	PC	Capital costs associated with move to Peachtree Center as part of \$3.5 million 50th Anniversary campaign to grow adult literacy organization.	350,000
Lovett School 4075 Paces Ferry Rd., NW Atlanta, GA 30327-3099	PC	Purchase of buses as part of \$3.7 million campaign to support the growth of Breakthrough Atlanta, an academic enrichment program for Atlanta public school students.	325,000
Meridian Educational Resource Group 1353 George W. Brumley Way, SE Atlanta, GA 30317	PC	Capital support for expansion of the Whitefoord Early Learning Academy.	250,000
Purpose Built Schools Atlanta 1670 Benjamin Weldon Bickers Drive, SE Atlanta, GA 30315	PC	Support of Community Engagement Program at four schools that are part of Atlanta Public Schools' turnaround strategy. Payable over three years.	1,000,000
Teach for America - Metro Atlanta 1360 Peachtree St. NE, Suite 1100 Atlanta, GA 30309	PC	Operating support for the recruitment, training and placement of corps members in metro Atlanta schools.	500,000
The Kindezi Schools 386 Pine Street, NE Atlanta, GA 30308	PC	Costs associated with expansion to a third campus in Atlanta Public Schools.	250,000
The Posse Foundation 101 Marietta Street, NW, Suite 1040 Atlanta, GA 30303	PC	Support of program to recruit metro Atlanta high school students to attend selective colleges on full scholarships.	200,000
United Way of Greater Atlanta 100 Edgewood Avenue, NE Atlanta, GA 30303	PC	Priority initiatives of Smart Start to improve the quality and accessibility of early childhood education in metro Atlanta.	7,848,000
Westside Future Fund P.O. Box 92273 Atlanta, GA 30314	PC	Support of comprehensive wraparound services for students at Hollis Innovation Academy. Payable over three years.	500,000
		TOTAL EDUCATION	45,707,000
<u>HEALTH</u>			
Atlanta Ronald McDonald House Charities 795 Gatewood Road, NE Atlanta, GA 30329	PC	Capital improvements to Ronald McDonald House near Children's Healthcare of Atlanta at Egleston.	350,000
Visiting Nurse Health System 5775 Glenridge Dr., NE, Suite E200 Atlanta, GA 30328	PC	\$8 million Bridge to Better Healthcare campaign to address infrastructure and capacity-building needs.	750,000
		TOTAL HEALTH	1,100,000

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954
Form 990-PF, Year 2017, Part I, Line 25 and Part XV, Line 3a
GRANTS PAID IN 2017

Recipient	Foundation Status	Purpose of Grant	Amount
<u>HUMAN SERVICES</u>			
3Keys 2198 Dresden Drive Chamblee, GA 30341	PC	Renovation of the Rosalynn Apartments to provide housing for formerly homeless adults with disabilities.	175,000
Community Assistance Center 1130 Hightower Trail Sandy Springs, GA 30350	PC	\$2.4 million campaign for the purchase and renovation of a building to house an expanded food pantry and thrift boutique.	250,000
enAble of Georgia Foundation, Inc. 1200 Old Ellis Road Roswell, GA 30076	PC	Renovation of North Fulton Day and Vocational Program site to expand services for adults with developmental disabilities.	200,000
Georgia Justice Project 438 Edgewood Avenue, SE Atlanta, GA 30312	PC	Capital improvements to facility as part of \$2 million 30th anniversary campaign to strengthen organization providing legal defense and supportive services for low-income clients.	250,000
Hi-Hope Service Center 882 Hi-Hope Road Lawrenceville, GA 30043	PC	Renovation of lifelong learning center and other campus improvements as part of \$2.7 million campaign to grow services for developmentally disabled adults in Gwinnett County.	350,000
International Rescue Committee 2305 Parklake Drive, Suite 100 Atlanta, GA 30345	PC	Purchase of refurbished box truck and computer workstations for refugee resettlement agency.	100,000
Just People, Inc. 1412 Oakbrook Drive Norcross, GA 30093-2243	PC	Construction of a residential community in Flowery Branch for developmentally disabled adults.	500,000
Living Room, Inc. 100 Edgewood Avenue, NE, Suite 725 Atlanta, GA 30303	PC	Technology and office space improvements to increase capacity of organization serving homeless individuals with HIV/AIDS.	100,000
The Center for Working Families, Inc. 477 Windsor Street, Suite 101 Atlanta, GA 30312	PC	Costs associated with the merger of The Center for Working Families and New Hope Enterprises to grow, improve and better align workforce development programs serving low-income communities in south Atlanta.	250,000
United Way of Greater Atlanta 100 Edgewood Avenue, NE Atlanta, GA 30303	PC	Support of HomeStretch, a public/private partnership to build new low-barrier shelters, expand permanent supportive housing, and enhance access and outreach efforts to assist the chronically homeless.	5,000,000
United Way of Greater Atlanta 100 Edgewood Avenue, NE Atlanta, GA 30303	PC	Priority initiatives of the Regional Commission on Homelessness.	4,500,000
Year Up 730 Peachtree Street, Suite 900 Atlanta, GA 30308	PC	Support of core program and Professional Training Corps in partnership with Atlanta Technical College to provide workforce development for low-income young adults.	650,000
		TOTAL HUMAN SERVICES	12,325,000
		TOTAL GRANTS	69,407,000

Foundation status of recipient:	PC	Public charity described in 509(a)(1) or (2)
	NC	Organization not otherwise classified- 501(c)(2) title holder for 501(c)(3)

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
1 800 FLOWERS COM INC	275	2,734	2,943
1ST SOURCE CORP	181	6,778	8,950
2U INC	411	14,592	26,514
3M CO	1,008	27,959	237,253
58.COM INC SPONSORED	50	3,350	3,579
A.P. MOLLER-MAERSK UNSPONSORED	580	5,516	5,040
AAC TECH HOLDINGS UNSPONSORED	41	7,581	7,328
AAR CORP	270	8,516	10,608
AARONS INC	521	13,477	20,762
ABB LTD SPONSORED	588	14,471	15,770
ABBOTT LABS	2,957	129,068	168,756
ABBVIE INC	2,684	148,107	259,570
ABERCROMBIE & FITCH CO-CL A	601	8,540	10,475
ABM INDUSTRIES INC	479	16,980	18,068
ACADIA HEALTHCARE	3,843	174,864	125,397
ACCENTURE PLC CL A	1,053	116,990	161,204
ACCOR SA SPONSORED	507	4,978	5,268
ACETO CORP	259	2,921	2,675
ACS ACTIVIDADES DE CONS UNSPONSOREI	687	5,077	5,352
ACTIVISION BLIZZARD, INC	1,247	56,538	78,960
ACUITY BRANDS INC	70	17,164	12,320
ADDUS HOMECARE CORP	59	2,044	2,053
ADECCO GROUP AG UNSPONSORED	144	5,604	5,520
ADIDAS AG SPONSORED	118	13,624	11,779
ADOBE SYS INC	844	79,316	147,903
ADTALEM GLOBAL EDUCATION INC	544	14,857	22,875
ADTRAN INC	431	9,463	8,340
ADVANCED AUTO PARTS	122	23,703	12,162
ADVANCED ENERGY INDS INC	329	14,983	22,201
ADVANCED MICRO DEVICES INC	1,329	17,938	13,662
ADVANCED SEMICONDUCTOR SPONSORED	2,526	15,553	16,368
ADVANSIX INC	261	11,498	10,980
AEGION CORP	287	5,539	7,298
AEGON NV	924	5,378	5,821
AERCAP HOLDINGS NV	102	5,121	5,366
AES CORP	1,091	11,554	11,816
AETNA INC	548	61,411	98,854
AETNA INC	379	46,469	68,368
AFFILIATED MANAGERS GROUP INC	92	16,633	18,883
AFLAC INC	653	41,474	57,320
AG MORTGAGE INVESTMENT TRUST	252	3,835	4,791
AGEAS SPONSORED	260	12,121	12,691
AGILENT TECHNOLOGIES INC	531	22,935	35,561
AGNICO EAGLE MINES LTD	76	3,567	3,510
AGREE REALTY CORP	234	11,351	12,037
AGRIUM INC	53	5,671	6,095

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
AGROFRESH SOLUTIONS INC	379	1,907	2,805
AIA GROUP LTD SPONSORED	821	25,377	28,107
AIR LEASE CORP	823	27,289	39,578
AIR PRODUCTS & CHEMICALS INC	360	46,949	59,069
AIR TRANSPORT SERVICES GRP INC	431	4,224	9,973
AIRBUS SE UNSPONSORED	668	14,896	16,553
AIRCASTLE LTD	389	8,819	9,099
AKAMAI TECHNOLOGIES INC	283	17,806	18,406
AKBANK T.A.S SPONSORED	873	4,967	4,505
AKTIEBOLAGET ELECTROLUX SPONSORED	74	5,222	4,784
AKZO NOBEL NV SPONSORED	277	8,620	8,072
ALAMO GROUP INC	83	5,400	9,368
ALARM.COM HOLDINGS INC	212	8,202	8,003
ALASKA AIR GROUP INC	204	13,378	14,996
ALASKA AIR GROUP INC	1,470	99,521	108,060
ALBEMARLE CORP	182	14,436	23,276
ALEXANDRIA REAL ESTATE EQUITIES INC	155	17,093	20,241
ALEXION PHARMACEUTICALS INC	369	62,338	44,129
ALEXION PHARMACEUTICALS INC	1,422	214,005	170,057
ALFA LAVAL AB UNSPONSORED	351	8,473	8,280
ALIBABA GROUP HOLDING LTD SPONSORE	2,722	299,761	469,354
ALIBABA GROUP HOLDING LTD SPONSORE	311	55,346	53,626
ALIGN TECHNOLOGY INC	119	17,287	26,441
ALIGN TECHNOLOGY INC	646	121,478	143,535
ALKERMES PLC	3,198	161,268	175,027
ALLEGION PLC	157	10,238	12,491
ALLERGAN PLC	552	157,205	90,296
ALLIANCE DATA SYSTEMS CORP	80	23,862	20,278
ALLIANT CORP	382	15,433	16,277
ALLIANZ SE SPONSORED	1,376	30,339	31,600
ALLSTATE CORP	597	37,147	62,512
ALMOST FAMILY INC	76	3,146	4,207
ALNYLAM PHARMACEUTICALS INC	1,124	96,914	142,804
ALPHA & OMEGA SEMICONDUCTOR	162	1,515	2,650
ALPHABET INC CL A	498	374,825	524,593
ALPHABET INC CL A	820	626,988	863,788
ALPHABET INC CL C	505	370,227	528,432
ALPHABET INC CL C	458	341,334	479,251
ALPS ELECTRIC CO LTD UNSPONSORED	60	3,296	3,430
ALTRIA GROUP INC	3,246	201,486	231,797
ALUMINA LTD SPONSORED	468	3,243	3,515
ALUMINUM CORP OF CHINA LTD SPONSOR	149	3,448	2,672
AMADEUS IT GROUP S.A. UNSPONSORED	106	6,902	7,667
AMAG PHARMACEUTICALS INC	309	12,363	4,094
AMAZON.COM INC	673	443,094	787,053
AMAZON.COM INC	1,219	807,931	1,425,584

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
AMBAC FINANCIAL GROUP INC	396	6,174	6,328
AMBEV SA SPONSORED	1,070	7,308	6,912
AMCOR LTD SPONSORED	188	9,498	9,028
AMEREN CORP	401	19,667	23,655
AMERICA MOVIL SAB DE CD SPONSORED	386	7,160	6,620
AMERICAN AIRLINES GROUP INC	716	32,843	37,253
AMERICAN AIRLINES GROUP INC	5,442	243,699	283,147
AMERICAN CAMPUS COMMUNITIES INC	6,966	334,588	285,815
AMERICAN ELEC PWR INC	812	12,248	59,739
AMERICAN EQUITY INVT LIFE HL	762	22,936	23,416
AMERICAN EXPRESS CO	1,212	90,128	120,364
AMERICAN INTERNATIONAL GROUP	1,492	94,629	88,893
AMERICAN NATIONAL BANKSHARES	70	2,756	2,681
AMERICAN NATIONAL INSURANCE	71	7,706	9,106
AMERICAN PUBLIC EDUCATION INC	235	5,912	5,887
AMERICAN TOWER CORP	709	72,526	101,153
AMERICAN VANGUARD CORP	226	3,564	4,441
AMERICAN WATER WORKS CO INC	294	19,966	26,898
AMERICAN WATER WORKS CO INC	1,059	88,168	96,888
AMERICAN WOODMARK CORP	122	8,871	15,891
AMERICA'S CAR-MART INC	72	2,466	3,215
AMERIPRISE FINANCIAL INC.	248	28,397	42,029
AMERISOURCEBERGEN CORP	268	26,307	24,608
AMETEK INC	381	20,662	27,611
AMGEN INC	1,229	200,699	213,723
AMPHENOL CORP	505	27,644	44,339
ANADARKO PETROLEUM CORPORATION	926	59,886	49,671
ANALOG DEVICES INC	607	41,252	54,041
ANDEAVOR	238	21,622	27,213
ANDERSONS INC	226	8,331	7,040
ANGI HOMESERVICES INC CL A	295	2,009	3,086
ANGIODYNAMICS INC	362	5,132	6,020
ANGLO AMERICAN PLC SPONSORED	736	6,926	7,618
ANGLOGOLD ASHANTI LIMITED SPONSORE	283	2,640	2,884
ANHEUSER BUSCH INBEV SPONSORED	234	27,638	26,105
ANHUI CONCH CEMENT CO UNSPONSORED	245	5,074	5,758
ANIXTER INTERNATIONAL INC	248	21,834	18,848
ANSYS INC	140	17,046	20,663
ANSYS INC	1,336	164,414	197,180
ANTA SPORTS PRODUCTS UNSPONSORED	30	3,138	3,428
ANTHEM INC	434	60,604	97,654
ANTHEM INC	1,052	196,836	236,711
ANWORTH MTG ASSET CORP	829	3,963	4,510
AON PLC	420	40,666	56,280
APACHE CORP	629	29,287	26,556
APARTMENT INVT & MGMT CO CL A	259	10,313	11,321

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
APOLLO COMMERCIAL REAL ESTATE	822	14,033	15,166
APPFOLIO INC CL A	82	4,033	3,403
APPLE INC	8,599	1,025,392	1,455,209
APPLE INC	4,100	538,997	693,843
APPLIED MATERIALS INC	1,762	29,544	90,073
APPLIED OPTOELECTRONICS INC	165	6,844	6,240
APTARGROUP INC	1,513	130,209	130,542
APTIV PLC	441	31,580	37,410
ARBOR REALTY TRUST INC	359	2,258	3,102
ARCBEST CORP	218	5,648	7,794
ARCELORMITTAL SA SPONSORED	223	5,990	7,205
ARCHER DANIELS MIDLAND CO	929	42,090	37,234
ARCONIC INC	833	17,546	22,699
ARDMORE SHIPPING CORP	249	3,576	1,992
ARES COMMERCIAL REAL ESTATE CORP	99	1,223	1,277
ARKEMA SPONSORED	58	6,955	7,076
ARLINGTON ASSET INVESTMENT CORP	223	2,848	2,627
ARMOUR RESIDENTIAL REIT INC	317	5,727	8,153
ARMSTRONG FLOORING INC	337	6,172	5,702
ARTISAN PARTNERS	3,158	98,811	124,741
ASCENA RETAIL GROUP INC	1,586	18,211	3,727
ASHAI KASEI CORP UNSPONSORED	388	9,700	10,034
ASHFORD HOSPITALITY TRUST	707	4,532	4,758
ASHLAND GLOBAL HOLDINGS INC	548	36,596	39,018
ASHTAD GROUP PLC UNSPONSORED	56	5,472	6,093
ASML HOLDING NV	453	43,931	78,740
ASML HOLDING NV	69	11,399	11,994
ASPEN INSURANCE HOLDINGS LTD	398	20,606	16,159
ASPEN PHARMACARE HLDGS UNSPONSORE	228	5,301	5,014
ASSA ABLOY UNSPONSORED	757	8,516	7,812
ASSOC BRITISH FOODS LMTD UNSPONSORE	178	7,844	6,804
ASSOCIATED BANC CORP	1,088	22,324	27,635
ASSURANT INC	89	7,245	8,975
ASTELLAS PHARMA INC UNSPONSORED	697	9,089	8,838
ASTRAZENECA PLC SPONSORED	688	22,663	23,874
AT&T INC	10,281	118,741	399,725
ATLANTIA S.P.A UNSPONSORED	699	11,251	11,023
ATLAS AIR WORLDWIDE HLDGS INC	208	8,580	12,199
ATLAS COPCO AB SPONSORED	220	9,053	9,481
ATLAS CORPCO AB SPONSORED	202	7,634	7,765
ATOS ORIGIN SA UNSPONSORED	183	5,727	5,334
AU OPTRONICS CORP SPONSORED	3,612	15,144	15,026
AUSTRALIA & NEW ZEALAND SPONSORED	936	22,558	20,910
AUTODESK INC	362	20,095	37,948
AUTOHOME INC SPONSORED	48	3,168	3,104
AUTOMATIC DATA PROCESSING INC	734	64,476	86,017

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
AUTOZONE INC	46	35,680	32,723
AV HOMES INC	93	1,512	1,548
AVALONBAY COMMUNITIES INC	228	40,088	40,677
AVERY DENNISON CORP	146	9,383	16,770
AVIVA PLC SPONSORED	823	11,316	11,341
AVNET INC	1,055	42,833	41,799
AVX CORP	418	5,647	7,231
AXA SPONSORED	550	16,279	16,316
AXOGEN INC	309	3,887	8,745
AXT INC	281	1,619	2,445
B. RILEY FINANCIAL INC	122	2,019	2,208
BAE SYSTEMS PLC SPONSORED	264	9,050	8,232
BAIDU INC SPONSORED	76	18,086	17,800
BAKER HUGHES, A GE CO	707	36,947	22,369
BALL CORP	581	22,266	21,991
BANC OF CALIFORNIA, INC	365	6,585	7,537
BANCO BILBAO VIZCAYA SPONSORED	1,542	13,721	13,107
BANCO BRADESCO SPONSORED	870	10,005	8,909
BANCO DE CHILE SPONSORED	55	4,860	5,309
BANCO DO BRASIL SPONSORED	321	3,576	3,098
BANCO SANTANDER BRASIL SPONSORED	354	3,186	3,423
BANCO SANTANDER CHILE SPONSORED	111	3,289	3,471
BANCO SANTANDER SA SPONSORED	3,936	26,549	25,741
BANCOLOMBIA S.A. SPONSORED	100	4,612	3,966
BANCORP INC	479	4,062	4,733
BANK CENTRAL ASIA UNSPONSORED	314	11,367	12,799
BANK MONTREAL QUEBEC	154	11,513	12,323
BANK OF AMERICA CORP	16,246	281,009	479,582
BANK OF CHINA LTD UNSPONSORED	833	10,621	10,179
BANK OF NEW YORK MELLON CORP	1,707	73,339	91,939
BANK OF NOVA SCOTIA HALIFAX	285	18,021	18,391
BANKFINANCIAL CORP	141	1,740	2,163
BANKUNITED INC	4,735	160,708	192,809
BARCLAYS PLC SPONSORED	1,075	10,857	11,718
BARD CR INC	120	23,717	39,917
BARNES & NOBLE EDUCATION INC	342	5,048	2,818
BARNES & NOBLE INC	481	6,253	3,223
BARNES GROUP INC	108	7,771	6,833
BARRICK GOLD CORP	243	4,005	3,516
BASF SE SPONSORED	888	23,330	24,393
BASSETT FURNITURE INDS INC	91	2,909	3,422
BAXTER INTL INC	828	30,810	53,522
BAYER AG SPONSORED	889	29,266	27,639
BAYERISCHE MOTOREN WERKE SPONSORE	145	4,888	5,027
BB SEGURIDADE PARTICIPACOS SPONSORE	362	3,352	3,142
BB&T CORPORATION	1,335	50,825	66,376

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
BEAZER HOMES USA INC	283	3,164	5,436
BECTON DICKINSON	376	57,389	80,487
BECTON DICKINSON	1,821	341,103	389,803
BEL FUSE INC CL B	76	2,345	1,913
BENCHMARK ELECTRONICS INC	355	7,025	10,331
BERKSHIRE HATHAWAY INC-CL B	3,239	458,952	642,035
BERKSHIRE HILLS BANCORP INC	342	11,304	12,517
BEST BUY COMPANY INC	438	15,207	29,990
BHP BILLITON LTD SPONSORED	447	18,801	20,558
BHP BILLITON PLC SPONSORED	212	7,742	8,544
BIDVEST GROUP LTD SPONSORED	129	3,273	4,549
BIG LOTS INC	366	16,897	20,551
BIGLARI HOLDINGS INC	11	4,226	4,558
BIOGEN INC	364	99,127	115,959
BIOGEN INC	610	167,792	194,328
BIOTELEMETRY INC	241	3,140	7,206
BJ'S RESTAURANTS	3,617	108,416	131,659
BLACKBAUD INC	2,241	187,049	211,752
BLACKBERRY LIMITED	356	3,510	3,977
BLACKROCK INC CL A	205	71,094	105,311
BLACKSTONE MTG TR INC	836	24,110	26,902
BLOCK H & R INC	345	12,820	9,046
BLUCORA INC	406	5,793	8,973
BLUE HILLS BANCORP INC	241	3,423	4,844
BMC STOCK HOLDINGS INC	526	9,398	13,308
BNP PARIBAS SPONSORED	538	21,455	20,094
BOC HONG KONG HOLDINGS LTD SPONSOR	82	8,135	8,329
BOEING CO	935	139,227	275,741
BOEING CO	2,781	444,566	820,145
BOINGO WIRELESS	344	7,798	7,740
BOISE CASCADE CO	424	11,235	16,918
BOOZ ALLEN HAMILTON HLDG	6,700	245,741	255,471
BORG WARNER AUTOMOTIVE INC	328	14,937	16,758
BOSTON PROPERTIES INC	255	31,310	33,158
BOSTON SCIENTIFIC CORP	2,267	43,284	56,199
BP PLC SPONSORED	804	29,941	33,792
BRAMBLES LTD SPONSORED	628	9,495	9,935
BRENNTAG AG UNSPONSORED	644	6,975	8,114
BRF SA SPONSORED	229	3,419	2,579
BRIDGEPOINT EDUCATION INC	205	1,982	1,702
BRIDGESTONE CORPORATION UNSPONSOR	415	9,408	9,645
BRIGGS & STRATTON CORP	387	7,701	9,818
BRIGHTHOUSE FINANCIAL INC	158	9,784	9,265
BRILLIANCE CHINA AUTO UNSPONSORED	48	7,272	6,372
BRINKS CO	433	37,675	34,077
BRISTOL MYERS SQUIBB CO	2,783	185,224	170,542

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
BRITISH AMERN TOB PLC SPONSORED	570	35,369	38,184
BROADCOM LTD	690	95,581	177,261
BROOKFIELD ASSET MANAGE-CL A	375	15,244	16,328
BROOKS AUTOMATION INC	671	10,272	16,003
BROWN FORMAN CORP CLASS B	323	17,369	22,180
BT GROUP PLC SPONSORED	373	7,300	6,796
BUILDERS FIRSTSOURCE	888	11,615	19,350
BUNZL PLC SPONSORED	232	7,125	6,575
BURBERRY GROUP PLC SPONSORED	221	5,359	5,346
BURLINGTON STORES INC	2,366	211,016	291,089
BYD CO LTD UNSPONSORED	208	3,684	3,636
CA INC	522	14,491	17,372
CABOT OIL & GAS CORP	764	16,720	21,850
CACI INTERNATIONAL INC CLASS A	210	22,489	27,794
CADENCE DESIGN SYSTEMS INC	463	17,724	19,363
CAE INC	589	9,783	10,932
CAESARS ENTERTAINMENT CORP.	742	6,407	9,386
CAI INTERNATIONAL INC	130	4,832	3,682
CAIXABANK UNSPONSORED	4,826	7,847	7,480
CALATLANTIC GROUP INC	640	24,908	36,090
CALAVO GROWERS INC	46	2,365	3,882
CALERES INC	381	11,647	12,756
CALIX INC	352	2,327	2,094
CALLAWAY GOLF CO	953	10,907	13,275
CALLON PETROLEUM CO	16,510	186,651	200,597
CAMDEN NATIONAL CORP	86	2,569	3,623
CAMECO CORP	320	3,219	2,954
CAMPBELL SOUP CO	320	16,876	15,395
CAMPING WORLD HOLDINGS INC	189	8,384	8,454
CANADIAN NATIONAL RAILWAY CO	249	20,418	20,543
CANADIAN NATURAL RESOURCES	308	10,352	11,002
CANADIAN PACIFIC RAILWAY LTD	53	8,650	9,686
CANON INC SPONSORED	443	15,120	16,568
CAPELLA EDUCATION CO	102	5,977	7,895
CAPGEMINI SE UNSPONSORED	168	4,031	3,988
CAPITAL ONE FINANCIAL CORP	799	64,740	79,564
CAPSTEAD MTG CORP	844	7,940	7,301
CARBONITE INC	145	2,478	3,640
CARDINAL HEALTH INC	523	43,633	32,044
CARDIOVASCULAR SYSTEM INC	292	6,809	6,917
CARE.COM INC	140	1,261	2,526
CAREER EDUCATION CORP	750	5,816	9,060
CARLSBERG A/S SPONSORED	273	6,211	6,574
CARMAX INC	303	17,538	19,431
CARNIVAL CORP	674	35,714	44,733
CARNIVAL PLC SPONSORED	112	7,242	7,423

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SECURITY NAME	QUANTITY	COST	MARKET
CAROLINA FINANCIAL CORP	104	3,759	3,864
CARREFOUR SA SPONSORED	906	3,571	3,932
CARS.COM INC	613	15,840	17,679
CARTERS INC	1,711	167,874	201,025
CATALENT INC	6,239	245,007	256,298
CATERPILLAR INC	1,009	75,927	158,998
CAVCO INDUSTRIES INC	72	11,134	10,987
CAVCO INDUSTRIES INC	1,438	201,181	219,439
CBOE GLOBAL MARKETS INC	186	14,752	23,174
CBRE GROUP INC	497	18,383	21,525
CBS CORPORATION CLASS B	601	27,455	35,459
CDN IMPERIAL BK OF COMMERCE	88	7,699	8,572
CELGENE CORP	1,348	168,536	140,677
CEMEX SOUTH AMERICA SPONSORED	411	3,843	3,083
CENOVUS ENERGY INC	379	3,832	3,460
CENTENE CORP	285	17,844	28,751
CENTENE CORP	559	44,342	56,392
CENTERPOINT ENERGY INC	712	13,200	20,192
CENTERSTATE BANK CORP	496	8,192	12,762
CENTRAL GARDEN & PET CL A	282	4,763	10,634
CENTRAL GARDEN & PET CO	85	2,088	3,308
CENTRAL JAPAN RAI UNSPONSORED	629	10,989	11,272
CENTRAL VALLEY COMMUNITY BANCORP	94	1,999	1,897
CENTRICA PLC SPONSORED	366	3,766	2,719
CENTURY COMMUNITIES INC	205	4,696	6,376
CENTURYLINK INC	1,616	39,886	26,955
CERNER CORP	520	35,667	35,043
CEVA INC	185	6,611	8,538
CF INDUSTRIES HOLDINGS INC	385	20,124	16,378
CGI GROUP INC	70	3,632	3,803
CH ROBINSON WORLDWIDE INC	232	15,776	20,669
CHARLES SCHWAB CORP	1,969	8,814	101,148
CHARLES SCHWAB CORP	1,971	80,976	101,250
CHART INDUSTRIES INC	265	8,485	12,418
CHARTER COMMUNICATIONS INC CL A	332	93,248	111,539
CHARTER FINANCIAL CORP	125	1,640	2,193
CHASE CORP	59	3,627	7,110
CHECK POINT SOFTWARE TECH LTD	32	3,561	3,316
CHEGG INC	679	10,776	11,081
CHEMED CORP	142	23,548	34,509
CHEMICAL FINL CORP	584	25,895	31,226
CHERRY HILL MORTGAGE INVT CORP	107	2,038	1,925
CHESAPEAKE ENERGY CORP	1,500	10,670	5,940
CHEVRON CORP	3,175	291,342	397,478
CHILDRENS PLACE	151	9,217	21,948
CHIMERA INVESTMENT CORP	1,536	24,219	28,385

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SECURITY NAME	QUANTITY	COST	MARKET
CHINA CONSTR BK CORP UNSPONSORED	1,169	20,048	21,568
CHINA LIFE INSURANCE CO SPONSORED	557	8,517	8,695
CHINA MOBILE LIMITED SPONSORED	309	15,867	15,617
CHINA PETE & CHEM CORP SPONSORED	81	6,163	5,943
CHINA SHENHUA ENERGY CO UNSPONSORI	547	5,377	5,678
CHINA SOUTHERN AIRLINES CO SPONSORE	78	2,959	4,042
CHINA TELECOM CORP LTD SPONSORED	67	3,363	3,180
CHINA UNICOM HONG KONG LTD SPONSOR	368	5,336	4,979
CHIPOTLE MEXICAN GRILL INC	41	26,851	11,850
CHR HANSEN HOLDINGS SPONSORED	156	6,930	7,363
CHUBB LTD	769	87,570	112,374
CHUNGHWA TELECOM LTD SPONSORED	489	16,763	17,330
CHURCH & DWIGHT INC	412	17,584	20,670
CIA CERVECERIAS UNIDAS SPONSORED	171	4,639	5,058
CIA DE MINAS BUENAVENTUR SPONSORED	240	3,053	3,379
CIA PARANAENSE ENERGY SPONSORED	290	2,720	2,213
CIA SANEAMIENTO BASICO DE SPONSORED	309	3,309	3,229
CIE FINANCIERE RICH UNSPONSORED	1,574	13,974	14,182
CIGNA CORP	416	56,389	84,485
CIGNA CORP	2,400	392,511	487,416
CIMAREX ENERGY CO	157	18,297	19,156
CINCINNATI FINL CORP	246	14,957	18,443
CINTAS CORP	141	13,112	21,972
CIRRUS LOGIC INC	547	30,780	28,367
CISCO SYSTEMS INC	8,276	244,759	316,971
CITI TRENDS INC	132	3,509	3,493
CITIGROUP INC	4,428	239,717	329,487
CITIZENS FINANCIAL GROUP INC	827	17,582	34,717
CITRIX SYSTEMS INC	238	15,997	20,944
CK HUTCHISON HOLDING UNSPONSORED	775	9,998	9,730
CLOROX COMPANY	213	26,350	31,682
CLOUD PEAK ENERGY	550	3,245	2,448
CLP HOLDINGS LTD SPONSORED	384	3,971	3,959
CME GROUP INC.	561	55,743	81,934
CMS ENERGY CORP	466	17,790	22,042
CNO FINANCIAL GROUP, INC	1,558	31,181	38,467
CNOOC LTD SPONSORED	69	8,457	9,906
CNX RESOURCES CORPORATION	1,774	25,078	25,954
COCA COLA AMATIL LTDSPONSORED	1,245	8,004	8,279
COCA-COLA CO	30,656,566	2,569,082	1,406,523,248
COCA-COLA FEMSA SAB DE CV SPONSOREI	41	3,191	2,854
COGNEX CORP	4,802	272,405	293,690
COGNIZANT TECHNOLOGY SOLUTIONS COI	976	66,771	69,316
COHU INC	240	5,899	5,268
COLGATE PALMOLIVE CO	1,455	100,442	109,780
COLLECTORS UNIVERSE INC	95	2,282	2,721

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SECURITY NAME	QUANTITY	COST	MARKET
COLOPLAST A/S UNSPONSORED	440	3,560	3,474
COLUMBUS MCKINNON CORP NY	172	6,354	6,877
COMCAST CORP-CL A	7,896	246,580	316,235
COMERICA INC	291	12,920	25,262
COMMERCEHUB INC SER A	225	5,093	4,948
COMMERCEHUB INC SER C	229	5,053	4,715
COMMERCIAL METALS CO	955	14,877	20,361
COMMERCIAL VEHICLE GROUP INC	253	2,133	2,705
COMMERZBANK AG SPONSORED	443	5,786	6,614
COMMONWEALTH BK SPONSORED	481	29,524	30,079
COMMVault SYSTEM	369	21,611	19,373
COMPAGNIE DE ST GOBAIN UNSPONSORED	788	9,366	8,672
COMPANHIA BRASILEIRA SPONSORED	381	8,776	8,980
COMPANHIA SIDERURGICA SPONSORED	785	2,622	1,923
COMPASS GROUP PLC SPONSORED	558	12,382	12,251
COMTECH TELECOMMUNICATIONS CORP	202	4,325	4,468
CONAGRA BRANDS INC	687	21,263	25,879
CONCHO RESOURCES	246	27,055	36,954
CONDUENT INC	1,829	28,735	29,557
CONNS INC	232	6,406	8,248
CONOCOPHILLIPS	2,010	104,751	110,329
CONSOL ENERGY INC	221	5,113	8,732
CONSOLIDATED EDISON INC	512	34,771	43,494
CONSTELLATION BRANDS INC	284	39,608	64,914
CONTINENTAL AG SPONSORED	183	9,154	9,860
CONTROL4 CORP	166	4,721	4,940
COOPER COS INC	81	14,945	17,648
CORCEPT THERAPEUTICS INC	811	7,439	14,647
COREENERGY INFRASTRUCTURE TRUST	95	2,808	3,629
CORESITE REALTY CORP	1,796	202,103	204,564
CORNING INC	1,492	28,063	47,729
CORVEL CORP	87	4,027	4,602
COSTAR GROUP INC	1,071	301,812	318,033
COSTCO WHOLESALE CORP	749	119,431	139,404
COTY INC	779	18,400	15,494
COUSINS PPTYS INC	3,820	35,131	35,335
COWEN INC CL A	250	3,928	3,413
CPFL ENERGIA SPONSORED	156	2,708	1,794
CRA INTERNATIONAL INC	78	1,826	3,506
CRAFT BREW ALLIANCE INC	193	3,004	3,706
CREDICORP LIMITED	46	9,381	9,542
CREDIT AGRICOLE S.A. UNSPONSORED	931	8,357	7,648
CREDIT SUISSE GROUP-SPONSORED	661	10,318	11,799
CRESCENT POINT ENERGY CORP	435	3,367	3,315
CRH PLC	327	11,756	11,801
CROWN CASTLE INTL CORP	671	58,650	74,488

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SECURITY NAME	QUANTITY	COST	MARKET
CROWN CASTLE INTL CORP	1,993	196,724	221,243
CRYOLIFE INC	237	3,678	4,539
CSL LTD SPONSORED	271	14,740	14,951
CSRA INC	368	11,093	11,011
CSS INDUSTRIES INC	73	2,076	2,032
CSX CORP	1,509	40,941	83,010
CTRIIP.COM INTERNATIONAL LTD	157	8,393	6,924
CUMMINS INC	260	26,842	45,926
CUTERA INC	120	4,705	5,442
CVS HEALTH CORP	1,679	173,625	121,728
CYS INVESTMENTS INC	1,565	12,137	12,567
D R HORTON INC	563	16,799	28,752
DAI NIPPON PRINT SPONSORED	702	8,522	7,806
DAIICHI SANKYO CO SPONSORED	240	5,506	6,275
DAIKIN INDUSTRIES UNSPONSORED	55	11,138	13,044
DAIMLER AG UNSPONSORED	191	15,211	16,165
DAITO TRUST CONSTRUCTION SPONSORED	374	16,905	19,182
DAIWA HOUSE UNSPONSORED	537	18,505	20,613
DAIWA SECURITIES GROUP INC SPONSOREI	935	5,311	5,900
DANA INC	1,236	36,188	39,564
DANAHER CORP	1,010	73,005	93,748
DANAHER CORP	1,823	139,447	169,211
DANONE SPONSORED	708	11,298	11,873
DANSKE BANK A/S SPONSORED	353	6,968	6,901
DARDEN RESTAURANTS INC	207	12,424	19,876
DARLING INGREDIENTS INC	1,450	21,329	26,289
DASSAULT SYS S A SPONSORED	36	3,689	3,817
DAVITA INC	253	19,595	18,279
DBS GROUP HLDGS LTD SPONSORED	186	11,320	13,887
DEAN FOODS CO	968	16,077	11,190
DECKERS OUTDOOR CORP	274	18,111	21,989
DEERE & CO	528	44,799	82,637
DELEK US HOLDINGS INC	621	15,879	21,698
DELTA AIR LINES INC	1,100	55,239	61,600
DENSO CORPORATION UNSPONSORED	351	8,666	10,532
DENTSPLY SIRONA INC	379	22,979	24,950
DEUTSCHE BANK AG	597	9,785	11,361
DEUTSCHE BOERSE AG UNSPONSORED	930	10,518	10,728
DEUTSCHE POST AG SPONSORED	368	16,280	17,511
DEUTSCHE TELEKOM AG SPONSORED	597	11,200	10,544
DEVON ENERGY CORPORATION	868	26,552	35,935
DFA U.S. LARGE CAP VALUE PORTFOLIO	484,323	18,391,956	18,946,722
DIAGEO PLC SPONSORED	172	22,656	25,117
DIGI INTL INC	319	3,721	3,046
DIGITAL REALTY TRUST INC	338	34,856	38,498
DILLARDS INC	179	9,634	10,749

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SECURITY NAME	QUANTITY	COST	MARKET
DISCOVER FINL SVCS	615	35,020	47,306
DISCOVERY COMMUNICATIONS CL A	401	10,038	8,974
DISCOVERY COMMUNICATIONS CL C	336	9,304	7,113
DISH NETWORK CORP CL A	376	23,335	17,954
DISNEY WALT CO NEW	2,529	281,941	271,893
DMC GLOBAL INC	112	2,111	2,806
DNB ASA SPONSORED	418	8,176	7,760
DOLBY LABORATORIES INC	494	24,240	30,628
DOLLAR GENERAL CORP	430	29,176	39,994
DOLLAR GENERAL CORP	3,560	266,750	331,116
DOLLAR TREE INC	391	26,036	41,958
DOMINION ENERGY INC	1,061	76,990	86,005
DOMTAR CORPORATION	615	24,764	30,455
DON QUIJOTE HLDNGS CO UNSPONSORED	671	6,636	8,804
DORMAN PRODUCTS	3,237	225,534	197,910
DOVER CORP	257	16,402	25,954
DOWDUPONT INC	3,921	210,557	279,254
DR REDDYS LABS LTD SPONSORED	419	14,954	15,738
DRIL-QUIP INC	1,476	64,333	70,405
DSV AS UNSPONSORED	256	9,577	10,104
DTE ENERGY CO	296	25,217	32,400
DUCOMMUN INC	88	3,030	2,504
DUKE ENERGY CORP	1,156	26,551	97,231
DUKE REALTY CORPORATION	588	16,311	15,999
DXC TECHNOLOGY CO	470	31,229	44,603
DYNEGY INC	1,126	10,437	13,343
DYNEX CAP INC	400	2,782	2,804
E ON SE SPONSORED	791	8,970	8,602
E TRADE FINANCIAL CORP	454	13,080	22,505
EAGLE MATERIALS INC	1,729	181,650	195,896
EAST JAPAN RAILWAY CO UNSPONSORED	777	11,740	12,642
EASTERLY GOVERNMENT PROPERTIES	9,166	185,318	195,602
EASTMAN CHEMICAL CO	239	17,612	22,141
EATON CORP PLC	735	37,461	58,072
EBAY INC	1,644	46,617	62,045
EHOSTAR HOLDING CORP	412	22,611	24,679
ECLIPSE RESOURCES CORP	874	1,982	2,098
ECOLAB INC	430	51,311	57,697
ECOPETROL SPONSORED	571	5,430	8,354
EDF UNSPONSORED	1,099	2,700	2,676
EDISON INTERNATIONAL	538	32,821	34,023
EDP-ENERGIAS DE PORTUGAL SPONSORED	134	5,213	4,644
EDWARDS LIFESCIENCES CORP	349	26,939	39,336
EISAI LTD SPONSORED	118	6,170	6,743
ELBIT SYSTEMS LTD	56	8,016	7,464
ELDORADO RESORTS INC	428	8,644	14,188

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SECURITY NAME	QUANTITY	COST	MARKET
ELECTRO SCIENTIFIC INDS INC	379	3,644	8,122
ELECTRONIC ARTS INC	510	38,601	53,581
ELECTRONIC ARTS INC	967	86,839	101,593
ELLIS PERRY INTL INC	108	2,320	2,704
EMBRAER SA SPONSORED	114	2,649	2,728
EMCOR GROUP INC	505	31,743	41,284
EMERGENT BIOSOLUTIONS INC	285	9,451	13,244
EMERSON ELEC CO	1,057	50,666	73,662
ENAGAS UNSPONSORED	347	4,979	4,962
ENBRIDGE INC	385	15,908	15,057
ENCANA CORP	493	5,482	6,572
ENCORE CAPITAL GROUP INC	203	9,472	8,546
ENEL AMERICAS SA SPONSORED	268	2,755	2,994
ENEL CHILE SA SPONSORED	462	2,744	2,624
ENEL SPA UNSPONSORED	3,422	20,883	20,908
ENGIE SPONSORED	416	7,243	7,141
ENGILITY HOLDINGS INC	152	4,532	4,312
ENI SPA SPONSORED	411	13,457	13,641
ENN ENERGY HOLDINGS LTD UNSPONSORE	179	4,973	5,173
ENNIS INC.	133	2,665	2,760
ENOVA INTERNATIONAL INC	289	4,309	4,393
ENTERGY CORP	297	20,703	24,173
ENVISION HEALTHCARE CO	200	13,552	6,912
ENZO BIOCHEM INC	384	2,500	3,130
EOG RES INC	954	83,568	102,946
EPLUS INC	123	6,247	9,250
EQT CORPORATION	399	25,439	22,711
EQUIFAX INC	199	23,859	23,466
EQUINIX INC	129	41,649	58,465
EQUITY RESIDENTIAL PPTYS TR	607	47,823	38,708
ERA GROUP INC	203	1,936	2,182
ERICSSON SPONSORED	1,055	5,918	7,047
ERSTE GROUP BANK AG SPONSORED	440	9,596	9,592
ESSEX PROPERTY TRUST INC	109	25,759	26,309
ESSILOR INTL	106	6,682	7,312
ETHAN ALLEN INTERIORS INC	220	6,764	6,292
EVEREST RE GROUP LIMITED	68	17,381	15,046
EVERI HOLDINGS INC	573	4,476	4,320
EVERSOURCE ENERGY	523	27,070	33,043
EVOLENT HEALTH INC CL A	525	9,840	6,458
EXACTECH INC	94	1,602	4,648
EXELON CORP	1,586	46,244	62,504
EXPEDIA INC	202	25,382	24,194
EXPEDITORS INTL WASH INC	299	14,798	19,342
EXPERIAN GROUP LTD SPONSORED	304	6,110	6,664
EXPONENT INC	4,086	297,364	290,515

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SECURITY NAME	QUANTITY	COST	MARKET
EXPRESS INC	599	9,096	6,080
EXPRESS SCRIPTS HLDG	954	81,725	71,207
EXTERRAN CORP	273	8,312	8,583
EXTRA SPACE STORAGE INC	208	17,896	18,190
EXTREME NETWORKS INC	944	10,908	11,819
EXXONMOBIL CORP	7,079	145,974	592,088
EZCORP INC CL A	429	2,861	5,234
F5 NETWORKS INC	105	12,742	13,778
FACEBOOK INC-A	4,012	438,743	707,958
FACEBOOK INC-A	4,933	559,354	870,477
FANUC CORP UNSPONSORED	643	13,143	15,458
FARMLAND PARTNERS INC	152	1,634	1,319
FAST RETAILING CO UNSPONSORED	193	5,732	7,693
FASTENAL CO	476	18,578	26,032
FB FINANCIAL CORP	104	3,988	4,367
FEDERAL AGRIC MTG CORP-CL C	79	2,320	6,181
FEDERAL REALTY INVESTMENT TRUST	119	17,950	15,804
FEDERATED MONEY MKT OBLIGS TR	983,718	983,718	983,718
FEDEX CORPORATION	408	64,600	101,812
FERGUSON PLC SPONSORED	918	5,838	6,582
FERRARI NV	83	9,381	8,702
FERROVIAL SA UNSPONSORED	245	5,359	5,547
FIAT CHRYSLER AUTOMOBILES NV	473	8,131	8,438
FIBRIA CELULOSE SA SPONSORED	203	2,706	2,984
FIDELITY NATL INFORMATION SVCS	549	40,857	51,655
FIFTH THIRD BANCORP	1,217	23,938	36,924
FINISH LINE INC CL A	374	5,726	5,434
FIRST BANCORP N C	220	5,034	7,768
FIRST BANCORP PR	1,455	6,772	7,421
FIRST COMMUNITY BANCSHARES	131	2,521	3,764
FIRST COMWLTH FINL CORP	262	2,518	3,752
FIRST CONNECTICUT BANCORP INC	124	3,033	3,243
FIRST CTZNS BANCSHARES INC CL A	80	21,119	32,240
FIRST FINANCIAL CORP INDIANA	80	3,250	3,628
FIRST MERCHANTS CORP	409	12,802	17,203
FIRST MID-ILLINOIS BANCSHARES INC	77	3,187	2,968
FIRST NORTHWEST BANCORP	112	1,480	1,826
FIRST PACIFIC LTD SPONSORED	1,193	4,640	4,020
FIRSTENERGY CORP	734	22,803	22,475
FISERV INC	348	33,413	45,633
FIVE BELOW	503	21,477	33,359
FIVE BELOW	2,996	150,090	198,695
FIVE9 INC	447	7,544	11,121
FLAGSTAR BANCORP	180	4,802	6,736
FLEXSTEEL INDS	57	2,480	2,666
FLIR SYSTEMS INC	227	5,907	10,583

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SECURITY NAME	QUANTITY	COST	MARKET
FLOWERVE CORP	216	9,657	9,100
FLUOR CORP	231	10,910	11,931
FMC CORP	222	8,332	21,015
FNB CORPORATION	594	8,129	8,209
FOMENTO ECONOMICO MEXICANO SPONSC	45	4,395	4,226
FONAR CORP	61	2,013	1,485
FOOT LOCKER INC	217	13,836	10,173
FORD MOTOR CO DEL	6,461	95,091	80,698
FORMFACTOR INC	551	5,598	8,623
FORTESCUE METALS GROUP SPONSORED	386	3,308	2,947
FORTIVE CORP	504	22,944	36,464
FORTIVE CORP	1,350	65,913	97,673
FORTUNE BRANDS HOME & SECURITY, INC	254	14,440	17,384
FOSSIL GROUP INC	371	3,421	2,883
FOSTER LB COMPANY	82	2,143	2,226
FOX FACTORY HOLDING CORP	321	14,188	12,471
FRANCO NEVADA CORP	47	3,731	3,758
FRANKLIN RESOURCES INC	544	21,749	23,572
FREDS INC	313	4,332	1,268
FREEPORT-MCMORAN INC	2,223	23,057	42,148
FREIGHTCAR AMERICAN	107	2,033	1,828
FRESENIUS MED CARE AG & CO SPONSORE	170	8,340	8,934
FRESENIUS SE & CO KGAA SPONSORED	475	9,790	9,229
FRESHPET INC	199	3,094	3,771
FTD COMPANIES INC	169	1,966	1,215
FUCHS PETROLUB SE ADR	656	9,669	8,679
FUJIFILM HOLDINGS CORP UNSPONSORED	249	9,813	10,197
FUJITSU LTD UNSPONSORED	152	5,808	5,428
G4S PLC UNSPONSORED	176	3,282	3,180
GALLAGHER ARTHUR J & CO	298	14,367	18,857
GALP ENERGIA SGPS SA UNSPONSORED	810	7,039	7,424
GAMESTOP CORP CL A	868	18,894	15,581
GAP INC	363	9,866	12,364
GARDNER DENVER HOLDINGS INC	8,219	216,271	278,871
GARMIN LTD	183	6,431	10,901
GARTNER INC CL A	150	16,307	18,473
GARTNER INC CL A	3,034	376,818	373,637
GAS NATURAL SDG SA UNSPONSORED	1,138	5,234	5,195
GEA GROUP AG SPONSORED	115	5,182	5,519
GEELY AUTOMOBILE HLDGS UNSPONSORE	129	8,141	8,966
GEMALTO SPONSORED	111	2,678	3,288
GENER8 MARITIME INC	712	3,520	4,713
GENERAL COMMUNICATION INC	226	9,410	8,819
GENERAL DYNAMICS CORP	460	69,234	93,587
GENERAL ELECTRIC CORP	14,509	426,755	253,182
GENERAL MLS INC	953	55,282	56,503

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SECURITY NAME	QUANTITY	COST	MARKET
GENERAL MOTORS CO	2,166	76,253	88,784
GENESCO INC	178	10,870	5,785
GENMAB A/S SPONSORED	33	3,794	2,735
GENUINE PARTS CO	243	21,897	23,087
GERDAU SA SPONSORED	718	2,707	2,671
GETINGE AB UNSPONSORED	168	3,187	2,432
GGP INC	1,034	30,394	24,185
GILDAN ACTIVEWEAR INC-CL A	164	5,053	5,297
GILEAD SCIENCES INC	2,219	237,883	158,969
GIVAUDAN SA UNSPONSORED	192	8,306	8,872
GKN PLC SPONSORED	1,081	5,134	4,589
GLACIER BANCORP INC	4,400	152,672	173,316
GLAXO SMITHKLINE SPONSORED	509	20,457	18,054
GLENCORE PLC UNSPONSORED	1,416	13,308	14,741
GLOBAL LOGISTIC PROP UNSPONSORED	408	10,020	10,289
GLOBAL MEDICAL REIT INC	219	1,998	1,796
GLOBAL PAYMENTS INC	252	19,044	25,260
GLOBAL PAYMENTS INC	1,785	171,680	178,928
GMS INC	228	7,959	8,582
GOLD FIELDS LTD SPONSORED	617	2,628	2,653
GOLDCORP INC	209	2,671	2,669
GOLDEN ENTERTAINMENT INC	81	2,033	2,645
GOLDMAN SACHS GROUP INC	588	113,289	149,799
GOODYEAR TIRE & RUBBER CO	416	13,899	13,441
GRACO INC	4,419	180,359	199,827
GRAHAM HOLDINGS COMPANY	41	22,835	22,892
GRAINGER W W INC	87	18,035	20,554
GRAND CANYON EDUCATION INC	412	36,654	36,886
GRANITE POINT MORTGAGE TRUST	286	5,354	5,074
GREAT AJAX CORP	215	2,993	2,971
GREAT WESTERN BANCORP INC	453	12,887	18,029
GREEN BANCORP INC	178	4,127	3,613
GREEN DOT CORP CL A	421	9,130	25,369
GREEN PLAINS INC	311	7,757	5,240
GREENBRIER COS INC	242	8,835	12,899
GRIFOLS S.A. SPONSORED	130	2,704	2,980
GRUBHUB INC	740	38,736	53,132
GRUPO AEROPORTUARIO PAC SPONSORED	45	4,820	4,624
GRUPO AEROPORTUARIO SPONSORED	24	4,773	4,380
GRUPO AVAL ACCIONES Y VAL SPONSOREI	559	5,098	4,752
GRUPO FIN SANTANDER SPONSORED	282	2,795	2,061
GRUPO FINANCIERO BANORTE SPONSOREE	168	5,977	4,597
GRUPO TELEVISA SA DE CV SPONSORED	222	5,532	4,145
GUESS INC	514	8,404	8,676
GULF IS FABRICATION INC	164	2,001	2,202
H LUNDBECK SPONSORED	55	3,236	2,790

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SECURITY NAME	QUANTITY	COST	MARKET
HALLIBURTON CO	1,434	57,146	70,080
HALYARD HEALTH INC	401	17,652	18,518
HAMILTON BEACH BRANDS HOLDING CL A	33	550	848
HANCOCK HOLDING CO	690	21,479	34,155
HANESBRANDS INC	602	16,505	12,588
HANG LUNG PPTYS LTD SPONSORED	1,208	14,580	14,762
HARLEY DAVIDSON INC	282	13,463	14,348
HARRIS CORP DEL	198	15,579	28,047
HARTFORD FINL SVCS GROUP INC	602	27,951	33,881
HASBRO INC	188	14,700	17,087
HAVERTY FURNITURE COMPANIES INC	164	3,841	3,715
HAWAIIAN TELCOM	168	4,267	5,184
HCA HEALTHCARE INC	477	32,753	41,900
HCP INC	775	25,967	20,212
HEALTH INSURAN-A	128	2,753	3,194
HEIDELBERGCEMENT AG UNSPONSORED	193	3,872	4,164
HEINEKEN HOLDING NV SPONSORED	293	14,023	14,489
HEINEKEN NV SPONS ADR	213	10,722	11,102
HELIX ENERGY SOLUTIONS GROUP	1,130	10,806	8,520
HELMERICH & PAYNE INC	179	10,019	11,571
HENKEL AG & CO KGAA SPONSORED	124	15,072	14,899
HENKEL AG & CO KGAA SPONSORED	63	8,634	8,349
HENNES & MAURITZ AB UNSPONSORED	1,246	6,789	5,084
HENRY SCHEIN INC	262	19,777	18,309
HERITAGE FINL CORP WASH COM	257	7,844	7,916
HERITAGE-CRYSTAL CLEAN INC	96	1,904	2,088
HERMES INTERNATIONAL UNSPONSORED	115	5,805	6,153
HERSHA HOSPITALITY TRUST	338	6,314	5,881
HESKA CORP	54	2,739	4,331
HESS CORPORATION	446	22,875	21,172
HEWLETT PACKARD ENTERPRISE COMPAN	2,713	23,002	38,959
HEXAGON AB UNSPONSORED	188	9,300	9,447
HIBBETT SPORTS INC	226	3,189	4,610
HILTON WORLDWIDE HOLDINGS INC	337	22,384	26,913
HILTON WORLDWIDE HOLDINGS INC	3,299	174,100	263,458
HITACHI LTD SPONSORED	208	14,805	16,232
HOLOGIC INC	463	16,547	19,793
HOME BANCORP INC	55	2,313	2,377
HOME DEPOT INC	1,951	242,901	369,773
HOME DEPOT INC	556	78,123	105,379
HOMESTREET INC	209	4,924	6,051
HOMETRUST BANCSHARES INC	225	4,815	5,794
HONDA MOTOR LTD SPONSORED	399	11,834	13,598
HONEYWELL INTERNATIONAL INC	1,292	136,773	198,141
HONG KONG & CHINA GAS LTD SPONSOREI	3,342	6,305	6,701
HONG KONG EXCHANGES UNSPONSORED	347	9,754	10,663

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SECURITY NAME	QUANTITY	COST	MARKET
HOOKER FURNITURE	100	4,834	4,245
HORIZON GLOBAL CORP	6,145	103,197	86,153
HORMEL FOODS CORPORATION	445	15,050	16,194
HOST HOTELS & RESORTS, INC	1,222	20,249	24,257
HOYA CORPORATION SPONSORED	189	10,641	9,450
HP INC	2,759	36,679	57,967
HSBC HOLDINGS PLC SPONSORED	1,059	51,891	54,687
HUANENG PWR INTL INC SPONSORED	106	2,679	2,650
HUDSON TECHNOLOGIES INC	215	1,463	1,305
HUGO BOSS AG SPONSORED	192	3,347	3,260
HUMANA INC	239	44,101	59,289
HUMANA INC	516	94,996	128,004
HUNT JB TRANS SVCS	141	10,703	16,212
HUNTINGTON BANCSHARES INC	1,801	17,496	26,223
HURCO COMPANIES INC	86	2,512	3,629
HYPERMARCAS SA SPONSORED	275	2,998	3,021
IBERDROLA SPONSORED	328	10,506	10,147
IBERIABANK CORP	460	34,717	35,650
ICF INTERNATIONAL INC	166	5,093	8,715
ICHOR HOLDINGS LTD	153	5,182	3,764
ICICI BANK LTD SPONSORED	1,807	16,151	17,582
ICONIX BRAND GROUP	448	2,298	578
ICU MED INC	1,296	238,836	279,936
IDEXX LABS INC	144	16,698	22,519
IDEXX LABS INC	1,006	159,827	157,318
IHS MARKIT LTD	600	27,972	27,090
II-VI INC	513	13,420	24,085
ILG INC	910	26,699	25,917
ILLINOIS TOOL WKS INC	512	47,121	85,427
ILLUMINA INC	241	42,290	52,656
IMPAC MORTGAGE HOLDINGS INC	146	2,012	1,483
IMPALA PLATINUM HOLDINGS SPONSORED	1,070	2,728	2,767
IMPAX LABORATORIES INC	5,759	120,638	95,887
IMPERIAL BRANDS PLC SPONSORED	241	10,751	10,283
IMPERIAL HOLDINGS LTD SPONSORED	325	4,901	6,897
IMPERIAL OIL LTD	280	8,750	8,733
INCITEC PIVOT LTD SPONSORED	2,169	6,501	6,594
INCYTE CORPORATION	282	37,728	26,708
INCYTE CORPORATION	860	99,814	81,451
INDEPENDENCE REALTY TRUST INC	593	5,721	5,983
INDEPENDENT BANK GROUP INC	148	9,040	10,005
INDITEX UNSPONSORED	463	8,978	8,065
INDUST & COMM BANK CHINA UNSPONSOF	1,052	15,769	16,948
INFINEON TECHNOLOGIES AG SPONSORED	265	6,535	7,228
INFOSYS LTD SPONSORED	1,362	20,224	22,092
INFRAREIT INC	334	7,748	6,206

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SECURITY NAME	QUANTITY	COST	MARKET
ING GROEP NV SPONSORED	914	16,635	16,872
INGENICO GROUP UNSPONSORED	410	8,275	8,790
INGERSOLL-RAND PLC	419	26,304	37,371
INGLES MARKETS INC	121	6,044	4,187
INNERWORKINGS INC	498	4,385	4,995
INOGEN INC	141	6,862	16,790
INPEX CORP UNSPONSORED	533	5,522	6,663
INSIGHT ENTERPRISES INC	305	8,544	11,678
INSPERITY INC	326	10,747	18,696
INSTALLED BUILDING PRODUCTS	170	5,055	12,912
INSTRUCTURE INC	164	5,717	5,428
INTEGER HOLDINGS CORPORATION	241	13,088	10,917
INTEL CORP	7,890	274,297	364,202
INTERCONTINENTAL EXCHANGE INC	972	50,053	68,584
INTERCONTINENTAL EXCHANGE INC	3,494	185,878	246,537
INTERCONTINENTAL HOTELS SPONSORED	104	5,260	6,605
INTERNATIONAL BANCSHARES CORP	488	13,624	19,374
INTERNATIONAL FLAVORS & FRAGRANCES	130	14,958	19,839
INTERNATIONAL PAPER CO	682	29,998	39,515
INTERNATIONAL SEAWAYS INC	250	4,476	4,615
INTERPUBLIC GROUP COS INC	650	14,768	13,104
INTERSECT ENT INC	233	7,128	7,549
INTESA SANPAOLO SPONSORED	653	13,838	13,031
INTL BUSINESS MACHINES CORP	1,465	72,140	224,760
INTL CONSOLIDATED AIRLINES SPONSORE	165	2,653	2,891
INTREPID POTASH INC	815	3,089	3,879
INTUIT INC	402	39,310	63,428
INTUIT INC	1,685	203,433	265,859
INTUITIVE SURGICAL INC	186	33,030	67,879
INTUITIVE SURGICAL INC	1,183	214,803	431,724
INVACARE CORP	282	4,120	4,752
INVESCO LTD	672	23,090	24,555
INVESCO MORTGAGE	1,106	13,998	19,720
IQVIA HOLDINGS INC	250	23,786	24,475
IRHYTHM TECHNOLOGIES INC	156	8,265	8,744
IRIDIUM COMMUNICATIONS, INC.	682	5,766	8,048
IROBOT CORP	227	11,217	17,411
IRON MOUNTAIN INC	437	15,260	16,488
ISRAEL CHEMICALS LTD	689	3,128	2,784
ISTAR INC	715	8,629	8,080
ISUZU MOTORS LIMITED UNSPONSORED	380	5,191	6,365
ITAU CORPBANCA SPONSORED	223	3,169	2,997
ITAU UNIBANCO HOLDING SPONSORED	802	11,100	10,426
ITERIS INC	272	1,963	1,896
ITOCHEM CORPORATION UNSPONSORED	268	8,847	10,029
ITRON INC	292	23,187	19,914

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SECURITY NAME	QUANTITY	COST	MARKET
ITV PLC UNSPONSORED	125	2,746	2,820
J SAINSBURY PLC SPONSORED	371	4,957	4,838
JACOBS ENGINEERING GROUP INC	199	7,741	13,126
JAMES HARDIE INDS-SPONSORED	357	4,979	6,287
JAMES RIVER GROUP HOLDINGS LTD	4,623	185,053	184,966
JAPAN AIRLINES CO UNSPONSORED	190	3,156	3,722
JAPAN EXCHANGE GROUP INC UNSPONSOR	814	6,976	7,098
JAPAN TOBACCO INC UNSPONSORED	613	10,200	9,851
JARDINE MATHESON UNSPONSORED	116	7,589	7,045
JARDINE STRATEGIC HLDGS UNSPONSOREI	315	6,127	6,182
JD COM INC SPONSORED	262	11,646	10,852
JERNIGAN CAPITAL INC	114	2,464	2,167
JGC CORP UNSPONSORED	154	4,839	5,992
JM SMUCKER CO	188	23,625	23,357
JOHN B SANFILIPPO & SON	75	4,855	4,744
JOHNSON & JOHNSON	4,522	463,621	631,814
JOHNSON CONTROLS INTERNATIONAL PLC	1,540	74,089	58,689
JOHNSON OUTDOORS INC CL A	52	1,405	3,229
JP MORGAN CHASE & CO	5,811	87,481	621,428
JULIUS BAER GROUP LTD UNSPONSORED	960	11,222	11,712
JUNIPER NETWORKS INC	628	17,178	17,898
K12 INC	298	4,263	4,738
K2M GROUP HOLDINGS INC	5,078	107,755	91,404
KADANT INC	95	3,907	9,538
KANSAS CITY SOUTHERN	174	14,550	18,308
KAO CORP SPONSORED	231	14,017	15,610
KASIKORNBANK PUBLIC COMPANY LTD	530	14,294	15,677
KB FINANCIAL GROUP INC SPONSORED	377	18,330	22,058
KB HOME COM	698	10,638	22,301
KBC GROUP NV UNSPONSORED	250	10,528	10,690
KDDI CORP UNSPONSORED	647	8,547	8,004
KELLOGG CO	410	29,074	27,872
KELLY SERVICES INC	249	3,937	6,790
KEMET CORPORATION	374	1,341	5,632
KEMPER CORPORATION	447	17,992	30,798
KERING SA UNSPONSORED	265	10,515	12,474
KEYCORP	1,796	23,233	36,225
KIMBALL ELECTRONICS INC	235	2,679	4,289
KIMBALL INTL INC CL B	342	5,215	6,385
KIMBERLY CLARK CORP	584	11,271	70,465
KIMBERLY-CLARK DE MEXICO SPONSOREI	310	3,230	2,716
KIMCO REALTY CORP	703	19,004	12,759
KINDER MORGAN INC	3,171	82,926	57,300
KINGFISHER PLC SPONSORED	433	3,706	4,079
KINROSS GOLD CORP	733	3,181	3,167
KINSALE CAPITAL GROUP INC	167	7,279	7,515

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SECURITY NAME	QUANTITY	COST	MARKET
KIRIN HOLDINGS COMPANY SPONSORED	542	12,331	13,688
KKR REAL ESTATE FINANCE TRUST	118	2,479	2,361
KLA-TENCOR CORP	259	19,597	27,213
KLX INC	455	17,800	31,054
KMG CHEMICALS INC	66	1,852	4,361
KOC HOLDING AS UNSPONSORED	267	6,389	6,523
KOHL'S CORP	278	12,707	15,076
KOMATSU LTD SPONSORED	338	9,643	12,246
KONE OYJ UNSPONSORED	363	10,135	9,721
KONINKLIJKE AHOLD DELHAIZE SPONSORI	353	6,446	7,770
KONINKLIJKE DSM NV SPONSORED	286	5,729	6,830
KONINKLIJKE PHILIPS NV	250	10,473	9,450
KOREA ELECTRIC POWER CORP SPONSORE	916	16,067	16,222
KRAFT HEINZ CO	986	76,526	76,671
KRATON CORP	272	8,285	13,102
KRATOS DEFENSE & SECURITY	612	7,895	6,481
KROGER CO	1,482	55,900	40,681
KRONOS WORLDWIDE INC	186	4,869	4,793
KROTON EDUCATIONAL SPONSORED	572	3,564	3,146
KT CORP SPONSORED	977	13,815	15,251
KUBOTA SPONSORED	90	8,213	8,881
KULICKE & SOFFA INDS INC	612	9,132	14,893
KYOCERA CORP	293	18,737	19,194
L BRANDS, INC	412	39,452	24,811
L3 TECHNOLOGIES INC	129	16,202	25,523
LABORATORY CORP AMERICA HOLDINGS	168	21,495	26,798
LAFARGEHOLCIM LTD UNSPONSORED	563	6,914	6,311
L'AIR LIQUIDE UNSPONSORED	499	11,780	12,552
LAKELAND BANCORP INC	437	6,001	8,412
LAM RESEARCH CORP	268	22,859	49,331
LANTHEUS HOLDINGS INC	252	4,602	5,153
LAUDER ESTEE COS CL-A	370	31,358	47,079
LAUREATE EDUCATION INC CL A	304	4,229	4,122
LA-Z-BOY INC	435	12,911	13,572
LCI INDUSTRIES	210	14,383	27,300
LEGAL & GEN GROUP PLC SPONSORED	586	10,425	10,917
LEGG MASON INC	747	29,013	31,359
LEGGETT & PLATT INC	219	9,857	10,453
LEMAITRE VASCULAR INC	116	1,546	3,693
LEND LEASE LTD SPONSORED	1,077	15,605	13,775
LENDINGTREE INC	64	8,503	21,789
LENNAR CORP-CL A	336	15,939	21,249
LENOVO GROUP LTD SPONSORED	714	7,790	8,025
LEUCADIA NATIONAL CORP	523	10,512	13,854
LG DISPLAY CO LTD SPONSORED	1,163	16,260	16,003
LGI HOMES INC	146	4,882	10,954

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SECURITY NAME	QUANTITY	COST	MARKET
LHC GROUP INC	156	8,914	9,555
LIBERTY EXPEDIA HOLDINGS INC SER A	451	25,473	19,993
LIFE HEALTHCARE GROUP UNSPONSORED	436	3,122	4,151
LIFETIME BRANDS INC	95	1,858	1,568
LILLY ELI & CO	1,654	137,152	139,697
LIMELIGHT NETWORK	637	3,176	2,809
LINCOLN ELEC HLDGS INC	2,218	206,241	203,124
LINCOLN NATL CORP	366	19,479	28,134
LINE CORP SPONSORED	76	2,679	3,115
LITHIA MOTORS INC-CLASS A	1,788	203,042	203,099
LIVEPERSON INC	465	6,769	5,348
LKQ CORP	510	16,029	20,742
LLOYDS BANKING GROUP PLC-SPONSORED	4,181	14,952	15,679
LOCALIZA RENT A CAR SPONSORED	720	4,668	4,875
LOCKHEED MARTIN CORP	414	91,477	132,915
LOEWS CORPORATION	456	16,808	22,814
LOGMEIN INC	2,209	265,357	252,931
LONDON STOCK EXCHANGE UNSPONSORED	891	11,734	11,636
LONZA GROUP AG UNSPONSORED	387	10,263	10,441
L'OREAL CO UNSPONSORED	357	15,236	15,808
LOWES COS INC	1,395	103,252	129,651
LOXO ONCOLOGY INC	185	16,027	15,573
LUFTHANSA SPONSORED	184	4,988	6,771
LUKOIL PJSC SPONSORED	273	14,049	15,738
LUMBER LIQUIDATORS HOLDINGS INC	243	8,473	7,628
LUMENTUM HOLDINGS INC	525	21,407	25,673
LUXOTTICA GROUP SPA SPONSORED	92	5,232	5,628
LVMH MOET HENNESSY LOUIS UNSPONSORED	331	18,246	19,430
LYONDELLBASELL INDUSTRIES NV	536	49,425	59,132
M & T BANK CORP	251	31,403	42,918
M/I HOMES, INC.	215	4,936	7,396
MACERICH CO COM	180	15,410	11,822
MACQUARIE GROUP LTD SPONSORED	205	14,708	15,902
MACY'S INC	503	25,090	12,671
MAGELLAN HEALTH INC	191	13,249	18,441
MAGIC LEAP INC	1,059	24,392	28,593
MAGIC LEAP INC	258	6,966	6,966
MAGNA INTERNATIONAL INC CL A	117	6,102	6,630
MAINSOURCE FINANCIAL GROUP INC	252	6,350	9,150
MAKITA CORP-SPONSORED	213	8,786	8,993
MANTECH INTERNATIONAL CORP CL A	217	6,273	10,891
MANULIFE FINANCIAL CORP	739	14,662	15,416
MARATHON OIL CORP	1,404	20,038	23,770
MARATHON PETROLEUM CORPORATION	836	42,246	55,159
MARINE HARVEST ASA SPONSORED	262	5,033	4,441
MARKETAXESS	2,227	402,376	449,297

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SECURITY NAME	QUANTITY	COST	MARKET
MARKS & SPENCER PLC SPONSORED	370	3,467	3,119
MARRIOT VACATIONS WORLDWIDE CORP	207	26,401	27,988
MARRIOTT INTERNATIONAL INC	516	36,740	70,037
MARSH & MCLENNAN COS INC	847	48,742	68,937
MARTIN MARIETTA MATLS INC	104	15,898	22,988
MASCO CORP	526	15,391	23,112
MASIMO CORP	410	25,107	34,768
MASTEC INC	574	24,630	28,097
MASTERCARD INC CL A	1,573	158,617	238,089
MATADOR RESOURCES CO	5,873	157,488	182,826
MATERION CORP	176	7,526	8,554
MATTEL INC	566	12,774	8,705
MAURI GROUP CO., LTD UNSPONSORED	108	3,141	3,971
MAXAR TECHNOLOGIES LTD	274	16,122	17,624
MAZDA MTR CORP UNSPONSORED	471	3,504	3,127
MBIA INC	1,135	9,010	8,308
MCBC HOLDINGS INC	141	3,235	3,133
MCCORMICK & CO INC	196	16,525	19,974
MCDERMOTT INTERNATIONAL INC	2,549	14,577	16,772
MCDONALDS CORP	1,335	152,410	229,780
MCGRATH RENTCORP	206	9,337	9,678
MCKESSON CORP	347	63,191	54,115
MDC HOLDINGS INC	382	8,766	12,188
MEDEQUITIES REALTY TRUST INC	300	3,500	3,366
MEDICAL PROPERTIES TRUST INC	1,144	16,233	15,764
MEDIFAST INC	98	4,221	6,841
MEDTRONIC PLC	2,298	171,579	185,564
MELCO RESORTS & ENTERTAINMENT	140	3,331	4,066
MERCK & CO INC	4,592	46,499	258,392
MERCK & CO INC	2,679	166,213	150,747
MERCK KGAA SPONSORED	166	3,806	3,569
MERCURY SYSTEMS, INC.	480	15,271	24,648
MERIT MED SYSTEM INC	453	10,356	19,570
MERITAGE HOMES CORPORATION	325	15,733	16,640
METHANEX CORP	62	3,225	3,754
METLIFE INC	1,756	80,383	88,783
METTLER-TOLEDO INTERNATIONAL INC	42	16,866	26,020
MFA FINANCIAL INC	3,212	23,815	25,439
MGIC INVESTMENT CORPORATION	3,177	43,755	44,827
MGM RESORTS INTERNATIONAL	855	29,308	28,548
MGP INGREDIENTS INC	107	5,251	8,226
MICHAEL KORS HOLDINGS LTD	250	9,638	15,738
MICHAELS COS INC/THE	7,040	150,441	170,298
MICHELIN (CGDE) UNSPONSORED	305	8,835	8,729
MICROCHIP TECHNOLOGY INC	384	21,037	33,746
MICRON TECHNOLOGY INC	2,007	41,685	82,528

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SECURITY NAME	QUANTITY	COST	MARKET
MICROSOFT CORP	12,958	710,127	1,108,427
MICROSOFT CORP	12,230	774,258	1,046,154
MID-AMER APARTMENT COMM	188	16,715	18,905
MID-AMER APARTMENT COMM	1,653	177,631	166,226
MIDDLEBY CORP	1,318	162,706	177,864
MILLER HERMAN INC	540	16,045	21,627
MILLER INDUSTRIES INC/TENN	92	2,043	2,374
MIMEDX GROUP INC	888	12,352	11,198
MITEK SYSTEMS INC	389	3,135	3,482
MITSUBISHI CORP SPONSORED	213	10,015	11,811
MITSUBISHI ELECTRIC CORP UNSPONSORE	375	12,023	12,473
MITSUBISHI ESTATE	894	15,028	15,484
MITSUBISHI TANABE PHARMA SPONSORED	338	8,142	7,014
MITSUBISHI UFJ FINANCIAL-SPONSORED	3,351	21,334	24,362
MITSUMI & CO LTD SPONSORED	29	8,815	9,469
MIZUHO FINANCIAL GROUP INC SPONSORE	2,312	8,155	8,416
MMC NORILSK NICKEL PJSC SPONSORED	217	3,609	4,103
MOBILE TELESYSTEMS SPONSORED	456	4,938	4,647
MODINE MFG CO	491	5,832	9,918
MOHAWK INDUSTRIES INC	104	22,074	28,694
MOLSON COORS BREWING CO-B	305	26,766	25,031
MOMO INC SPONSORED	75	2,630	1,836
MONARCH CASINO & RESORT INC	133	4,041	5,961
MONDELEZ INTERNATIONAL INC	2,490	114,198	106,572
MONSANTO CO	726	67,172	84,782
MOODYS CORP	274	27,510	40,445
MORGAN STANLEY	2,336	78,052	122,570
MORGAN STANLEY	5,411	181,470	283,915
MOTOROLA SOLUTIONS, INC	269	19,416	24,301
MOVADO GROUP INC	132	2,977	4,250
MS&AD INS GROUP HOLDINGS UNSPONSOR	476	7,849	8,063
MTGE INVESTMENT CORP	397	5,637	7,345
MTN GROUP LTD SPONSORED	425	3,927	4,620
MUENCHENER UNSPONSORED	577	12,025	12,486
MURATA MFG CO LTD UNSPONSORED	304	11,707	10,211
MURPHY OIL CORP	1,388	35,725	43,097
MYLAN NV	886	37,213	37,487
NASDAQ INC	193	11,443	14,828
NASPERS LTD SPONSORED	622	28,233	35,205
NATIONAL AUSTRALIA BK LTD SPONSOREI	1,724	21,581	19,757
NATIONAL GRID PLC SPONSORED	127	8,217	7,469
NATIONAL PRESTO INDS INC	42	3,699	4,177
NATIONAL RESEARCH CORP	78	2,942	2,909
NATIONAL-OILWELL INC	628	23,066	22,621
NATIONSTAR MORTGAGE HLDGS INC	243	4,777	4,496
NAVIENT CORP	453	6,256	6,034

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SECURITY NAME	QUANTITY	COST	MARKET
NEDBANK GROUP LTD SPONSORED	307	4,808	6,347
NELNET INC-A	169	6,462	9,258
NESTLE SA SPONSORED	764	63,763	65,681
NETAPP INC	446	15,195	24,673
NETEASE INC SPONSORED	22	6,239	7,592
NETFLIX INC	742	80,024	142,434
NETFLIX INC	715	76,551	137,251
NETSCOUT SYSTEMS INC	768	23,919	23,386
NEUBERGER BERMAN HIGH INCOME BOND	315,491	2,685,438	2,741,617
NEW MEDIA INVESTMENT GROUP INC	369	5,199	6,192
NEW ORIENTAL EDUCATION SPONSORED	85	7,412	7,990
NEW YORK TIMES CO	1,095	21,306	20,258
NEWCREST MINING LTD SPONSORED	311	5,533	5,551
NEWELL BRANDS INC	810	37,977	25,029
NEWFIELD EXPLORATION CO	329	11,642	10,373
NEWMONT MNG CORP	881	21,456	33,055
NEWPARK RESOURCES INC	710	6,716	6,106
NEWS CORP/NEW CL A	631	9,471	10,229
NEWS CORP/NEW CL B	401	6,087	6,657
NEWSTAR FINANCIAL INC	178	-	2
NEXEO SOLUTIONS INC	734	5,501	6,679
NEXTERA ENERGY INC	808	88,733	126,202
NICE LTD SPONSORED	40	3,274	3,676
NIDEC CORPORATION SPONSORED	379	11,552	13,322
NIELSEN HOLDINGS PLC	555	27,060	20,202
NIKE INC-CLASS B	2,250	145,816	140,738
NIKE INC-CLASS B	972	62,429	60,799
NIKON CORP UNSPONSORED	491	8,509	9,886
NINTENDO LTD UNSPONSORED	229	10,935	10,321
NIPPON TELEGRAPH & TELEPHN SPONSORE	209	9,587	9,873
NISOURCE INC	538	10,281	13,810
NISSAN MOTOR LTD SPONSORED	211	4,382	4,199
NITTO DENKO CORP-UNSPONSORED	175	7,798	7,767
NMI HOLDINGS INC	456	6,538	7,752
NOBLE ENERGY INC	804	27,913	23,429
NOKIA CORP SPONSORED	1,903	11,775	8,868
NOMURA HOLDINGS INC SPONSORED	1,485	8,502	8,643
NORDEA BANK AB SPONSORED	804	10,460	9,736
NORDSON CORP	1,712	200,161	250,637
NORDSTROM INC	192	12,417	9,097
NORFOLK SOUTHERN CORP	476	39,238	68,972
NORSK HYDRO ASA SPONSORED	360	2,696	2,736
NORTHEAST BANCORP	155	3,992	3,588
NORTHERN TR CORP	355	26,969	35,461
NORTHRIM BANCORP INC	75	2,225	2,539
NORTHROP GRUMMAN CORPORATION	288	55,428	88,390

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SECURITY NAME	QUANTITY	COST	MARKET
NORTHSTAR REALTY EUROPE CORP	474	6,521	6,366
NORTHWEST PIPE CO	98	1,948	1,876
NORWEGIAN CRUISE LINE HOLDINGS	296	17,426	15,762
NOVANTA INC	275	12,406	13,750
NOVARTIS AG SPONSORED	520	44,611	43,659
NOVO NORDISK AS SPONSORED	447	21,957	23,990
NOVOZYMES A/S SPONSORED	107	5,502	6,111
NRG ENERGY INC	497	6,481	14,155
NRG YIELD INC	587	9,821	11,065
NRG YIELD INC CL C	850	13,005	16,065
NSK LTD UNSPONSORED	125	3,288	3,955
NTT DOCOMO INC SPONSORED	207	4,769	4,920
NU SKIN ENTERPRISES INC	437	27,201	29,817
NUCOR CORP	528	23,140	33,570
NUTRISYSTEM INC	247	7,046	12,992
NV5 GLOBAL INC	66	1,537	3,574
NVIDIA CORP	1,015	62,866	196,403
NVIDIA CORP	50	7,271	9,675
OCCIDENTAL PETE CORP	1,263	93,253	93,033
OCEANFIRST FINANCIAL CORPORATION	142	3,353	3,728
OCLARO INC	1,033	6,893	6,962
OFFICE DEPOT INC	4,445	16,829	15,735
OFG BANCORP	397	3,787	3,732
OGE ENERGY CORP	5,168	186,751	170,079
OLD NATL BANCORP	1,161	16,116	20,259
OLD SECOND BANCORP INC	253	1,698	3,453
OLLIE'S BARGAIN OUTLET HOLDINGS INC	471	17,155	25,081
OLYMPIC STEEL INC	73	2,210	1,569
OLYMPUS CORP SPONSORED	155	5,346	5,958
OMNICELL INC	321	17,192	15,569
OMNICOM GROUP	381	28,651	27,748
OMRON CORP SPONSORED	287	15,992	17,134
OMV AG SPONSORED	135	8,512	8,554
ONEOK INC	628	31,466	33,567
OPEN TEXT CORP	108	3,420	3,852
ORACLE CORPORATION	5,081	201,533	240,230
ORANGE	239	4,051	4,159
ORASURE TECHNOLOGIES INC	510	10,328	9,619
O'REILLY AUTOMOTIVE INC	145	38,325	34,878
ORION GROUP HOLDINGS INC	223	1,233	1,746
ORIX CORP SPONSORED	104	8,493	8,817
ORKLA ASA SPONSORED	512	5,171	5,403
ORTHOFIX INTERNATIONAL N.V.	163	5,669	8,916
OTHER	-	-	(169)
OTSUKA HOLDINGS LIMITED	287	5,611	6,291
OVERSEA-CHINESE BANKING UNSPONSORI	811	13,406	15,125

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SECURITY NAME	QUANTITY	COST	MARKET
OVERSTOCK.COM INC	190	2,762	12,141
OXFORD INDS INC	144	9,356	10,827
PACCAR INC	580	32,408	41,226
PACIFIC ETHANOL INC	382	2,848	1,738
PACIFIC PREMIER BANCORP	191	4,080	7,640
PACKAGING CORP OF AMERICA	156	16,940	18,806
PANASONIC CORPORATION SPONSORED	657	9,829	9,664
PANDORA A/S SPONSORED	144	3,653	3,922
PARAMOUNT GROUP INC	1,948	31,077	30,876
PARK24 CO LTD SPONSORED	193	4,599	4,632
PARKER HANNIFIN CORP	220	26,079	43,908
PATRICK INDS INC	184	4,465	12,779
PATTERSON COS INC	114	5,344	4,119
PAYCHEX INC	528	27,475	35,946
PAYPAL HOLDINGS INC	1,935	74,107	142,455
PAYPAL HOLDINGS INC	4,520	185,837	332,762
PC CONNECTION INC	98	2,279	2,569
PDL BIOPHARMA INC	1,449	6,651	3,970
PEARSON PLC SPONSORED	437	3,387	4,291
PEGASYSTEMS INC	336	9,752	15,842
PEMBINA PIPELINE CORP	219	7,505	7,923
PENNYMAC MORTGAGE INVT TRUST	595	8,705	9,562
PENTAIR PLC	273	14,977	19,279
PEOPLES BANC INC	225	5,142	7,340
PEOPLES UNITED FINANCIAL, INC	563	9,464	10,528
PERFORMANCE FOOD GROUP CO	720	20,341	23,832
PERKINELMER INC	182	9,282	13,308
PERNOD RICARD SA UNSPONSORED	422	11,466	13,348
PERRIGO CO PLC	219	34,794	19,088
PERSIMMON PLC UNSPONSORED	79	5,427	5,912
PETMED EXPRESS INC	178	4,066	8,099
PETROCHINA CO LTD SPONSORED	59	3,737	4,126
PETROLEO BRASILEIRO SA SPONSORED	384	4,005	3,951
PETROLEO BRASILEIRO SPONSORED	423	4,298	4,158
PEUGEOT SA UNSPONSORED	239	5,525	4,854
PFIZER INC	10,001	201,406	362,236
PG & E CORP	847	45,382	37,971
PHH CORP	476	7,240	4,903
PHILIP MORRIS INTERNATIONAL	2,608	237,849	275,535
PHILIP MORRIS INTERNATIONAL	1,760	176,041	185,944
PHILLIPS 66	710	60,541	71,817
PHOTRONICS INC	571	5,482	4,868
PHYSICIANS REALTY TRUST	11,950	219,526	214,981
PICO HOLDINGS INC	199	3,647	2,547
PING AN INSURANCE SPONSORED	997	16,141	20,827
PINNACLE FINANCIAL PARTNERS INC	2,490	159,226	165,087

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SECURITY NAME	QUANTITY	COST	MARKET
PINNACLE WEST CAP CORP	184	11,866	15,673
PIONEER NATURAL RESOURCES CO	281	40,912	48,571
PIPER JAFFRAY COS	126	4,729	10,868
PJSC GAZPROM SPONSORED	2,574	10,674	11,351
PLATFORM SPECIALTY PRODUCTS	1,844	20,556	18,292
PLDT INC SPONSORED	342	10,975	10,287
PNC FINANCIAL SERVICES GROUP	792	73,428	114,278
POLARIS INDUSTRIES INC	1,814	194,600	224,918
POOL CORPORATION	1,116	120,293	144,689
POPULAR INC	874	33,664	31,018
PORSCHE AUTOMOBIL UNSPONSORED	710	4,501	5,918
PORTLAND GENERAL ELECTRIC CO	4,426	205,465	201,737
POSCO SPONSORED	264	18,850	20,626
POTASH CORP SASK INC	304	5,803	6,278
POWELL INDS INC	74	2,773	2,120
POWER INTEGRATIONS INC	2,052	147,694	150,925
PPG INDUSTRIES INC	424	43,983	49,532
PPL CORPORATION	1,128	38,770	34,912
PRAXAIR INC	473	52,058	73,164
PREFERRED APARTMENT COMMUNITIES IN	211	2,140	4,273
PREMIER INC	4,669	150,426	136,288
PRICELINE GROUP INC	83	118,017	144,232
PRICELINE GROUP INC	479	683,595	832,377
PRICESMART INC	2,811	247,399	242,027
PRINCIPAL FINANCIAL GROUP	444	24,852	31,329
PROASSURANCE CORP	3,574	193,716	204,254
PROCTER & GAMBLE CO	4,270	332,544	392,328
PROGRESSIVE CORP OHIO	961	33,579	54,124
PROLOGIS INC	879	40,126	56,704
PROSIEBENSAT 1 MEDIA AG UNSPONSOREI	408	3,468	3,472
PROSPERITY BANCSHARES INC	596	35,506	41,762
PROVIDENT FINL SVCS INC	524	10,529	14,132
PRUDENTIAL FINL INC	705	59,108	81,061
PRUDENTIAL PLC	426	20,452	21,632
PT ASTRA INTL UNSPONSORED	458	5,432	5,656
PT BANK MANDIRI UNSPONSORED	697	6,935	8,218
PT BANK RAKYAT INDONESIA UNSPONSOR	686	7,786	9,374
PT SEMEN INDONESIA TBK UNSPONSORED	206	3,172	3,158
PUBLIC SERVICE ENTERPRISE GROUP INC	836	34,219	43,054
PUBLIC STORAGE INC	247	55,628	51,623
PUBLICIS GROUPE SPONSORED	333	5,735	5,658
PULTE GROUP INC	459	8,459	15,262
PVH CORP	128	11,610	17,563
QBE INS GROUP LTD SPONSORED	875	7,324	7,306
QCR HLDGS INC	104	3,225	4,456
QEP RESOURCES INC	7,510	63,345	71,871

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SECURITY NAME	QUANTITY	COST	MARKET
QIAGEN N.V.	210	6,714	6,495
QORVO INC	210	9,488	13,986
QUAKER CHEMICAL CORP	1,218	177,830	183,662
QUALCOMM INC	2,515	152,119	161,010
QUALITY SYSTEMS INC	402	6,331	5,459
QUANTA SERVICES INCORPORATED	250	4,963	9,778
QUEST DIAGNOSTICS INC	225	14,918	22,160
QUIDEL CORP	247	10,318	10,707
RADIANT LOGISTICS INC	400	1,993	1,840
RAKUTEN INC SPONSORED	479	5,355	4,402
RALPH LAUREN CORP	91	10,232	9,436
RANDGOLD RESOURCES LTD	27	2,672	2,670
RANGE RESOURCES CORP	373	12,194	6,363
RAVEN INDUSTRIES INC	309	10,382	10,614
RAYMOND JAMES FINANCIAL INC	212	16,517	18,932
RAYTHEON COMPANY	479	56,952	89,980
RBC BEARINGS INC	2,317	278,618	292,869
RCI HOSPITALITY HOLDINGS INC	76	2,136	2,126
RE/MAX HOLDINGS INC	155	7,447	7,518
REALTY INCOME CORP	453	24,580	25,830
RECKITT BENCKISER GROUP SPONSORED	923	17,223	17,546
RED ELECTRICA CORP UNSPONSORED	489	5,237	5,472
RED HAT INC	293	23,173	35,189
RED HAT INC	1,969	154,830	236,477
REGAL BELOIT CORP	383	30,607	29,338
REGENCY CENTERS CORPORATION	244	16,692	16,880
REGENERON PHARMACEUTICALS INC	127	71,369	47,747
REGIONAL MANAGEM	162	3,333	4,262
REGIONS FINANCIAL CORP	1,974	19,089	34,111
RELX NV SPONSORED	388	8,303	8,951
RELX PLC SPONSORED	476	10,629	11,281
RENAULT SA UNSPONSORED	204	3,980	4,107
RENEWABLE ENERGY GROUP INC	354	2,797	4,177
RENT A CENTER INC	457	4,771	5,073
REPSOL SA SPONSORED	349	6,415	6,184
REPUBLIC BANCORP INC	73	2,254	2,775
REPUBLIC FIRST BANCORP INC	440	4,072	3,718
REPUBLIC SERVICES INC	378	16,519	25,557
RESMED INC	235	18,257	19,902
RESOURCE CAPITAL CORP	268	3,426	2,511
RESTAURANT BRANDS INTERNATIONAL IN	2,341	144,626	143,925
RESTAURANT BRANDS INTERNATIONAL IN	117	7,674	7,193
REX AMERICAN RESOURCES CORPORATIO	50	4,715	4,140
RH	161	13,492	13,880
RINGCENTRAL INC	524	13,835	25,362
RIO TINTO PLC SPONSORED	281	13,440	14,873

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SECURITY NAME	QUANTITY	COST	MARKET
RITCHIE BROS AUCTIONEERS INC	6,348	196,059	189,996
RMR GROUP INC CL A	59	2,137	3,499
ROADRUNNER TRANSHOLDINGS INC	251	2,313	1,935
ROBERT HALF INTL INC	208	10,758	11,552
ROCHE HOLDING LTD SPONSORED	1,304	41,661	41,180
ROCKWELL AUTOMATION INC	212	23,051	41,626
ROCKWELL COLLINS INC	268	26,251	36,346
ROGERS COMMUNICATIONS-CL B	154	8,068	7,843
ROGERS CORP	155	21,552	25,098
ROLLS-ROYCE HOLDINGS PLC SPONSORED	513	6,233	5,858
ROPER TECHNOLOGIES INC	169	31,114	43,771
ROSS STORES INC	643	32,619	51,601
ROSS STORES INC	2,181	139,158	175,025
ROWAN COMPANIES PLC	1,016	18,503	15,911
ROYAL BANK OF CANADA	315	23,927	25,720
ROYAL BANK OF SCOTLAND SPONSORED	794	5,574	6,066
ROYAL CARIBBEAN CRUISES LTD	284	28,747	33,876
ROYAL DUTCH SHELL PLC SPONSORED	448	27,158	30,594
ROYAL DUTCH SHELL SPONSORED	544	32,009	36,290
ROYAL KPN NEDERLAND NV SPONSORED	1,051	3,815	3,679
ROYAL MAIL PLC UNSPONSORED	470	4,991	5,805
RPM INTERNATIONAL INC	7,195	366,349	377,162
RPX CORP	436	6,170	5,860
RUBICON PROJECT INC/THE	571	1,981	1,068
RUSH ENTERPRISES INC	259	5,938	13,160
RUSH ENTERPRISES INC CL B	26	590	1,253
RWE AKTIENGESELLSCHAFT SPONSORED	230	5,722	4,667
RYANAIR HOLDINGS PLC SPONSORED	75	7,966	7,814
RYOHIN KEIKAKU CO UNSPONSORED	112	6,666	7,009
S&P GLOBAL INC	425	39,885	71,995
SAFETY INCOME AND GROWTH INC	293	5,463	5,157
SAFRAN SA UNSPONSORED	468	11,876	12,051
SAIA INC	218	13,627	15,424
SALESFORCE.COM	1,180	96,335	120,631
SALESFORCE.COM	3,210	233,516	328,158
SAMPO OYJ A SHARES UNSPONSORED	556	14,412	15,276
SANDERSON FARMS INC	175	16,890	24,287
SANDS CHINA LTD UNSPONSORED	74	3,697	3,830
SANDVIK AB SPONSORED	590	10,178	10,325
SANLAM LTD SPONSORED	828	8,619	11,617
SANMINA CORPORATION	646	15,151	21,318
SANOFI SPONSORED	554	27,277	23,822
SANTEN PHARMACEUTICAL CO UNSPONSORED	310	5,034	4,864
SAP SE SPONSORED	188	20,663	21,124
SASOL LTD SPONSORED	196	5,496	6,705
SBA COMMUNICATIONS CORP CL A	199	30,558	32,509

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SECURITY NAME	QUANTITY	COST	MARKET
SBERBANK RUSSIA SPONSORED	915	12,471	15,582
SCANA CORP	236	13,381	9,388
SCANSOURCE INC	223	7,698	7,983
SCHLUMBERGER LTD	2,369	181,315	159,647
SCHNEIDER ELECTRIC UNSPONSORED	746	12,930	12,641
SCHNEIDER NATIONAL INC CL B	7,370	179,746	210,487
SCHNITZER STEEL INDS INC-A	223	4,527	7,471
SCHOLASTIC CORP	243	9,934	9,747
SCOR SPONSORED	2,067	8,453	8,392
SCRIPPS NETWORKS INTERACT INC CL A	159	9,241	13,575
SEAGATE TECHNOLOGY PLC	475	18,691	19,874
SEALED AIR CORP NEW	314	15,395	15,480
SECOM LTD UNSPONSORED	415	7,673	7,823
SEIKO EPSON UNSPONSORED	571	7,138	6,698
SEKISUI HOUSE SPONSORED	311	5,234	5,629
SELECT INCOME	547	14,472	13,746
SEMPRA ENERGY	415	41,907	44,372
SEMPRA ENERGY	971	112,194	103,819
SEMTECH CORP	559	21,453	19,118
SENECA FOODS CORP CL-A	54	1,576	1,661
SERVICENOW INC	1,408	113,520	183,589
SEVEN & I HOLDINGS UNSPONSORED	924	18,483	19,062
SGS SA UNSPONSORED	254	5,939	6,612
SHARP CORPORATION UNSPONSORED	424	3,243	3,608
SHAW COMMUNICATIONS INC-CL B	388	8,889	8,858
SHERWIN WILLIAMS CO	136	36,071	55,765
SHIMANO INC UNSPONSORED ADR	398	5,317	5,672
SHIN ETSU CHEMICAL CO UNSPONSORED	550	12,447	13,954
SHINHAN FINANCIAL GROUP SPONSORED	416	18,676	19,302
SHIRE PLC SPONSORED	55	8,438	8,532
SHISEIDO LTD SPONSORED	188	7,473	9,110
SHOE CARNIVAL INC	112	2,518	2,996
SHOPIFY INC CL A	620	60,015	62,620
SHOPRITE HLDGS SPONSORED	323	5,052	5,769
SHORE BANCSHARES INC	112	1,857	1,870
SI FINANCIAL GROUP INC	132	2,015	1,940
SIBANYE-STILLWATER SPONSORED	568	2,612	2,868
SIEMENS AG SPONSORED	371	25,777	25,699
SIERRA BANCORP	93	2,569	2,470
SIGMA DESIGNS INC	377	3,325	2,620
SIGNATURE BANK	1,972	234,421	270,677
SIGNET JEWELERS LTD	100	14,948	5,655
SILICON LABORATORIES INC	2,073	165,261	183,046
SILICONWARE PRECISION SPONSORED	1,814	14,345	15,256
SIMON PROPERTY GROUP INC	513	104,269	88,103
SIMULATIONS PLUS INC	117	2,021	1,884

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SECURITY NAME	QUANTITY	COST	MARKET
SINA CORP	29	3,381	2,909
SINGAPORE EXCHANGE LTD UNSPONSORE]	157	13,276	13,106
SINOPEC SHANGHAI PETRO SPONSORED	77	4,658	4,389
SITEONE LANDSCAPE SUPPLY INC	340	21,292	26,078
SK TELECOM LTD SPONSORED	610	14,555	17,025
SKF AB SPONSORED	161	3,421	3,566
SKY PLC SPONSORED	74	3,704	4,084
SKYWEST INC	444	8,850	23,576
SKYWORKS SOLUTIONS INC	304	26,100	28,865
SL GREEN REALTY CORP	163	19,335	16,452
SLEEP NUMBER CORP	342	7,090	12,856
SMC CORPORATION SPONSORED	465	8,449	9,556
SMITH & NEPHEW PLC SPONSORED	161	5,798	5,637
SMITH A O CORPORATION	242	13,315	14,830
SMITHS GROUP PLC SPONSORED	315	6,943	6,352
SNAP-ON INC	95	15,660	16,559
SOCIEDAD QUIMICA MINERA SPONSORED	53	3,044	3,147
SOCIETE GENERALE SPONSORED	955	10,929	9,894
SODEXHO ALLIANCE SA SPONSORED	150	3,663	4,038
SOFTBANK GROUP CORP UNSPONSORED	449	18,436	17,850
SOLAREGE TECHNOLOGIES INC	303	9,214	11,378
SONIC AUTOMOTIVE INC CL A	205	4,605	3,782
SONIC HEALTHCARE LTD SPONSORED	489	8,582	8,729
SONOVA HOLDING AG UNSPONSORED	251	8,647	7,844
SONY CORP SPONSORED	383	14,466	17,216
SOUTH STATE CORPORATION	77	5,525	6,711
SOUTH32 LTD SPONSORED	448	5,663	6,059
SOUTHERN COMPANY	1,743	25,151	83,821
SOUTHERN COPPER CORP	78	3,101	3,701
SOUTHWEST AIRLINES CO	910	41,512	59,560
SP PLUS CORPORATION	209	6,058	7,754
SPARK ENERGY INC CL A	142	1,994	1,761
SPARK NEW ZEALAND SPONSORED	818	11,378	10,487
SPARTAN MOTORS INC	285	1,189	4,489
SPARTANNASH CO	337	9,406	8,991
SPECTRUM PHARMACEUTICALS INC	652	12,636	12,355
SPEEDWAY MOTORSPORTS INC	99	2,279	1,868
SPOK HOLDINGS INC	186	3,355	2,911
SPROUTS FARMERS MARKETS LLC	1,081	20,549	26,322
SS&C TECHNOLOGIES HLDGS INC	6,157	239,357	249,235
SSE PLC SPONSORED	211	4,089	3,764
STAMPS COM INC	135	29,950	25,380
STANDARD BANK GROUP SPONSORED	642	7,877	10,179
STANLEY BLACK & DECKER INC	253	27,743	42,932
STARBUCKS CORP	2,383	149,822	136,856
STATE STREET CORP	618	43,590	60,323

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
STATOIL ASA SPONSORED	326	6,445	6,983
STERICYCLE INC	141	17,133	9,587
STERIS PLC	3,081	268,109	269,495
STERLING BANCORP	694	12,332	17,072
STERLING CONSTRUCTION CO INC	194	1,517	3,158
STMICROELECTRONICS NV-NY SHS	187	3,654	4,084
STONERIDGE INC	228	4,109	5,212
STORA ENSO CORPORATION SPONSORED	491	6,805	7,748
STRYKER CORPORATION	531	53,772	82,220
STRYKER CORPORATION	1,828	219,186	283,048
SUBARU CORP UNSPONSORED	358	6,444	5,685
SUEZ UNSPONSORED	524	4,867	4,567
SUMITOMO CHEM CO LTD UNSPONSORED	225	7,160	8,125
SUMITOMO MITSUI FINL GROUP SPONSORE	1,538	11,917	13,365
SUMITOMO MITSUI TRUST SPONSORED	1,532	5,513	6,174
SUMMIT HOTEL PROPERTIES	894	12,150	13,616
SUMMIT HOTEL PROPERTIES	14,085	218,116	214,515
SUN COMMUNITIES INC	2,581	227,987	239,465
SUN HUNG KAI PROP LTD SPONSORED	1,145	19,647	19,059
SUN LIFE FINANCIAL INC	279	10,850	11,512
SUNCOR ENERGY INC	472	16,124	17,332
SUNRUN INC	564	3,147	3,328
SUNSHINE BANCORP INC	84	2,036	1,927
SUNSTONE HOTEL	973	16,093	16,084
SUNTORY BVRGE & FOOD LTD UNSPONSOR	431	9,879	9,603
SUNTRUST BANKS INC	793	33,658	51,220
SUPERIOR ENERGY SERVICES INC	6,500	71,191	62,595
SUPERNUS PHARMACEUTICALS INC	425	10,201	16,936
SURGUTNEFTEGAZ SPONSORED	939	4,864	4,610
SUZUKI MOTOR CORP UNSPONSORED	37	8,180	8,616
SVB FINANCIAL GROUP	1,836	321,390	429,202
SVENSKA HANDELSBANKEN AB UNSPONSOR	1,115	8,161	7,554
SWATCH GROUP AG UNSPONSORED	281	5,541	5,721
SWEDBANK AB SPONSORED	241	6,577	5,795
SWIRE PAC LTD SPONSORED	1,435	14,692	13,180
SWISS RE LTD SPONSORED	419	9,164	9,796
SYKES ENTERPRISES INC	344	9,895	10,819
SYMANTEC CORPORATION	1,015	20,919	28,481
SYMRISE AG UNSPONSORED	439	8,460	9,368
SYNCHRONY FINANCIAL	1,235	37,779	47,683
SYNNEX CORP	250	26,063	33,988
SYNOPSIS INC	248	17,424	21,140
SYSCO CORP	802	33,347	48,705
SYSMEX CORP	167	5,299	6,588
SYSTEMAX INC	118	3,348	3,926
T ROWE PRICE GROUP INC	397	29,874	41,657

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
TACTILE SYSTEMS TECHNOLOGY INC	89	2,848	2,579
TAIWAN SEMICONDUCTOR SPONSORED	1,567	59,277	62,132
TAKEDA PHARMACEUTICAL SPONSORED	469	12,851	13,343
TAL EDUCATION GROUP SPONSORED	208	7,037	6,180
TAPESTRY INC	467	16,979	20,655
TARGET CORP	902	68,844	58,856
TARO PHARMACEUTICAL INDS LTD	29	3,108	3,037
TATA MOTORS LTD SPONSORED	511	16,284	16,899
TATE & LYLE PLC SPONSORED	134	4,800	5,064
TAYLOR MORRISON HOME CORP	621	12,727	15,196
TD AMERITRADE HOLDING CORP	3,034	96,151	155,128
TDK CORP SPONSORED	78	5,281	6,233
TE CONNECTIVITY LIMITED	584	36,916	55,503
TECH DATA CORP	298	24,264	29,195
TECHNIPFMC LTD	725	24,273	22,700
TECHTRONIC INDS LTD SPONSORED	129	3,457	4,208
TECK RESOURCES LIMITED	169	3,686	4,423
TEEKAY CORP	458	4,002	4,269
TELECOM ITALIA SPA SPONSORED	562	5,384	4,850
TELEFONICA SA SPONSORED	532	5,788	5,150
TELEKOMUNIKASI INDONESIA SPONSORED	228	7,973	7,346
TELENOR ASA SPONSORED	184	3,870	3,936
TELEPHONE AND DATA SYSTEMS INC	756	20,160	21,017
TELETECH HLDGS INC	122	5,223	4,911
TELSTRA CORP SPONSORED	253	3,643	3,580
TELUS CORP	74	2,682	2,802
TEMPLETON GLOBAL BOND FUND	451,286	5,520,944	5,347,739
TENARIS SA SPONSORED	174	4,987	5,544
TENCENT HLDGS LTD UNSPONSORED	4,490	90,439	233,121
TENCENT HLDGS LTD UNSPONSORED	1,561	69,165	81,047
TEREX CORP	728	33,379	35,104
TERNA RETE ELETTRICA UNSPONSORED	677	12,083	11,793
TESCO PLC SPONSORED	1,947	15,413	16,530
TESLA INC	489	128,233	152,250
TEVA PHARMACEUTICAL INDS SPONSOREI	226	3,869	4,283
TEXAS CAPITAL BANCSHARES	2,222	180,341	197,536
TEXAS INSTRUMENTS INC	1,682	102,001	175,668
TEXTAINER GROUP HOLDINGS LTD	210	4,171	4,515
TEXTRON INC	437	18,350	24,730
THE HERSHEY COMPANY	233	20,562	26,448
THE MOSAIC COMPANY	580	18,871	14,883
THE TRADE DESK INC CL A	165	10,499	7,545
THERMO FISHER SCIENTIFIC INC	688	94,138	130,637
THIRD POINT REINSURANCE LTD	649	10,812	9,508
THOMSON CORP	205	9,364	8,936
TIFFANY & CO	169	13,726	17,568

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
TIM PARTICIPACOES SA SPONSORED	253	4,827	4,885
TIME INC	868	15,295	16,015
TIME WARNER INC	1,339	101,818	122,478
TIMKENSTEEL CORPORATION	370	6,505	5,620
TITAN INTERNATIONAL INC	385	3,973	4,959
TITAN MACHINERY	158	1,934	3,345
TIVITY HEALTH INC	290	11,951	10,600
TIVO CORPORATION	1,045	19,433	16,302
TJX COS INC	1,051	76,972	80,359
T-MOBILE US INC	2,700	123,648	171,477
TOKIO MARINE HOLDINGS SPONSORED	226	9,167	10,340
TOKYO ELECTRON LTD UNSPONSORED	169	6,449	7,677
TOPBUILD CORP	303	11,496	22,949
TORAY INDS	487	9,389	9,180
TORCHMARK CORP	179	10,461	16,237
TORO CO	4,308	266,751	281,011
TORONTO DOMINION BANK	446	24,798	26,127
TOSHIBA CORP UNSPONSORED	314	5,404	5,245
TOTAL S.A. SPONSORED	469	25,708	25,926
TOTAL SYSTEM SERVICES INC	277	15,160	21,908
TOWNE BANK	551	12,906	16,943
TOYOTA MOTOR CORP SPONSORED	325	39,124	41,330
TRACTOR SUPPLY CO	209	19,142	15,623
TRANSCANADA CORP	271	13,737	13,181
TRANSDIGM GROUP INC	80	20,961	21,970
TRANSOCEAN LTD	901	8,974	9,623
TRAVELERS COMPANIES INC	456	52,114	61,852
TREASURY WINE ESTATES LTD	749	8,711	9,389
TREND MICRO INC SPONSORED	66	3,214	3,746
TREX COMPANY INC	252	15,630	27,314
TRIBUNE MEDIA COMPANY	620	25,263	26,331
TRINET GROUP INC	351	12,247	15,563
TRINITY INDUSTRIES INC	1,297	31,755	48,586
TRIPADVISOR INC	179	14,554	6,168
TRIPLE-S MANAGEMENT CORP	206	4,244	5,119
TRITON INTERNATIONAL LTD OF BERMUDA	371	7,837	13,894
TRIUMPH BANCORP INC	140	2,338	4,410
TRONOX LTD	582	15,330	11,937
TRUEBLUE INC	360	10,433	9,900
TRUECAR INC	658	7,620	7,370
TRUPANION INC	206	4,009	6,030
TRUSTMARK CORP	539	12,958	17,173
TUPPERWARE BRANDS CORPORATION	1,846	108,977	115,744
TURKCELL ILETISIM HIZM SPONSORED	306	2,705	3,121
TURKIYE GARANTI BANKASI SPONSORED	1,679	5,101	4,752
TURQUOISE HILL RESOURCES LTD	1,016	3,170	3,485

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
TUTOR PERINI CORP	335	6,767	8,492
TWENTY-FIRST CENTURY FOX INC CL A	1,739	52,508	60,048
TWENTY-FIRST CENTURY FOX INC CL B	725	19,731	24,737
TWO HARBORS INVESTMENT CORP	1,511	25,794	24,569
TYLER TECHNOLOGIES INC	1,653	280,361	292,664
TYSON FOODS INC CL A	538	29,044	43,616
UBER TECHNOLOGIES INC	621	30,288	21,410
UBIQUITI NETWORK	199	12,491	14,133
UBS GROUP AG	1,029	17,390	18,923
UDR INC	442	15,368	17,026
ULTA BEAUTY INC	96	19,591	21,471
ULTIMATE SOFTWARE GROUP INC	992	182,471	216,484
ULTRA CLEAN HOLDINGS	292	1,428	6,742
ULTRAPAR PARTICIPACOES SPONSORED	142	3,543	3,228
UMPQUA HLDGS CORP	1,888	34,860	39,270
UNDER ARMOUR INC CL C	480	22,491	6,394
UNDER ARMOUR INC-CL A	497	15,303	7,172
UNIBAIL-RODAMCO SE	802	19,684	20,158
UNICHARM CORPORATION SPONSORED	1,524	7,084	8,001
UNILEVER NV NY SHARES	444	26,600	25,006
UNILEVER PLC SPONSORED	355	20,789	19,646
UNION PAC CORP	1,318	119,723	176,744
UNIT CORP	453	8,313	9,966
UNITED CMNTY FINL CORP OHIO	427	3,123	3,899
UNITED CONTINENTAL HOLDINGS INC COM	427	25,261	28,780
UNITED FINANCIAL BANCORP, INC.	542	8,552	9,561
UNITED MICROELECTRONICS SPONSORED	6,285	16,358	15,021
UNITED NAT FOODS INC	446	18,241	21,974
UNITED OVERSEAS BANK-SPONSORED	366	12,631	14,506
UNITED PARCEL SERVICE CL B	1,138	117,235	135,593
UNITED RENTALS INC	140	10,458	24,067
UNITED STATES CELLULAR CORP	126	4,582	4,741
UNITED TECHNOLOGIES CORP	1,266	127,129	161,504
UNITED UTILITIES GROUP SPONSORED	214	5,168	4,800
UNITEDHEALTH GROUP INC	1,622	201,905	357,586
UNITEDHEALTH GROUP INC	2,526	333,533	556,882
UNIVERSAL CORP VA	265	15,443	13,913
UNIVERSAL HEALTH SVCS INC	146	17,621	16,549
UNIVEST CORPORATION OF PENNSYLVANI	132	2,600	3,703
UNUM GROUP	373	12,734	20,474
UPLAND SOFTWARE INC	95	2,126	2,058
UPM KYMMENE CORP SPONSORED	282	7,572	8,750
US BANCORP NEW	2,623	115,448	140,540
V.F. CORP	540	36,251	39,960
VALE S.A. SPONSORED	652	6,911	7,974
VALEANT PHARMACEUTICALS INTL	195	2,746	4,052

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
VALEO SA-SPONSORED	162	5,888	6,048
VALERO ENERGY CORP	730	47,048	67,094
VARIAN MEDICAL SYSTEMS INC	152	10,329	16,895
VARONIS SYSTEMS INC	168	7,461	8,156
VECTRUS INC	92	1,544	2,838
VEDANTA LTD SPONSORED	811	16,303	16,893
VENTAS INC	588	33,569	35,286
VEOLIA ENVIRONNEMENT SPONSORED	233	5,417	5,942
VERA BRADLEY INC	258	1,981	3,142
VERASTEM INC	513	2,030	1,575
VERISIGN INC	142	11,489	16,250
VERISK ANALYTICS INC	257	19,316	24,672
VERITIV CORP	132	4,978	3,815
VERIZON COMMUNICATIONS	6,840	135,428	362,041
VERMILION ENERGY INC	131	4,909	4,758
VERTEX PHARMACEUTICALS INC	416	52,103	62,342
VERTEX PHARMACEUTICALS INC	2,286	242,699	342,580
VESTAS WIND SYSTEMS UNSPONSORED	205	6,158	4,731
VIACOM INC-B	583	27,608	17,962
VIAD CORP	174	5,830	9,640
VICOR CORP	130	3,047	2,717
VINCI SA UNSPONSORED	597	14,401	15,224
VIPSHOP HLDGS LTD SPONSORED	273	2,610	3,200
VISA INC CL A	3,069	243,150	349,927
VISA INC CL A	7,200	575,794	820,944
VISHAY INTERTECHNOLOGY INC	1,179	13,472	24,464
VISHAY PRECISION GROUP	108	1,268	2,716
VIVENDI SA UNSPONSORED	355	8,951	9,521
VMWARE INC.	1,764	210,096	221,064
VOCERA COMMUNICATIONS	250	7,562	7,555
VODACOM GROUP LTD SPONSORED	423	5,118	4,974
VODAFONE GROUP SPONSORED	519	14,984	16,556
VOLKSWAGEN AG SPONSORED	97	3,287	3,922
VOLKSWAGEN AG SPONSORED	215	7,041	8,570
VOLVO AB B SHS UNSPONSORED	495	9,281	9,153
VONAGE HOLDINGS CORP	1,660	9,793	16,882
VORNADO REALTY TRUST	285	23,378	22,281
VSE CORP	74	4,381	3,584
VULCAN MATERIALS CO	218	21,514	27,985
VULCAN VALUE PARTNERS SMALL CAP FU	205,527	4,060,237	4,034,490
WABASH NATL CORP	445	5,711	9,657
WABTEC CORP	3,101	232,860	252,514
WAGEWORKS INC	3,883	231,754	240,746
WAL MART DE MEXICO SPONSORED	234	5,593	5,714
WAL MART STORES INC	2,474	146,954	244,308
WALGREENS BOOTS ALLIANCE INC	1,495	124,643	108,567

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SECURITY NAME	QUANTITY	COST	MARKET
WALKER & DUNLOP	248	7,197	11,780
WASHINGTON FEDERAL INC	754	18,838	25,825
WASTE CONNECTIONS INC	2,535	149,984	179,833
WASTE MANAGEMENT INC	669	36,292	57,735
WATERS CORP	132	17,054	25,501
WATERSTONE FINANCIAL, INC.	221	2,946	3,768
WAYFAIR INC	347	18,102	27,854
WEBSTER FINL CORP WATERBURY CT	3,780	188,295	212,285
WEC ENERGY GROUP INC	521	28,772	34,610
WEIBO CORP SPONSORED	31	3,125	3,207
WEIGHT WATCHERS INTL INC	237	10,904	10,494
WEIS MARKETS INC	142	8,086	5,877
WELLS FARGO & CO	7,480	410,460	453,812
WELLTOWER INC	609	40,275	38,836
WEST JAPAN RAILWAY CO UNSPONSORED	129	9,058	9,488
WEST PHARMACEUTICAL SVCS INC	3,304	312,191	326,006
WESTERN ALLIANCE	3,246	160,563	183,789
WESTERN ASSET MORTGAGE CAPITAL COR	360	3,787	3,582
WESTERN DIGITAL CORP	487	27,200	38,731
WESTERN UNION CO	766	15,014	14,562
WESTFIELD CORPORATION SPONSORED	1,347	16,553	20,178
WESTPAC BKG CORP SPONSORED	1,033	26,176	25,185
WESTROCK CO	420	20,620	26,548
WEYERHAEUSER CO	1,244	34,987	43,863
WH GROUP LTD SPONSORED	251	5,128	5,673
WHEATON PRECIOUS METALS CORP	139	2,652	3,076
WHIRLPOOL CORPORATION	121	19,100	20,405
WILLDAN GROUP INC	67	1,985	1,604
WILLIAM LYONS HOMES	259	5,582	7,532
WILLIAMS COS INC	1,365	46,053	41,619
WILLIS TOWERS WATSON PLC	222	26,638	33,453
WILLIS TOWERS WATSON PLC	864	139,671	130,196
WINNEBAGO INDS INC	247	11,797	13,733
WINTRUST FINANCIAL CORP	395	21,156	32,536
WIPRO LTD SPONSORED	2,754	15,517	15,064
WM MORRISON SUPERMARKETS UNSPONSOR	530	8,464	7,820
WOLTERS KLUWER NV SPONSORED	124	5,576	6,470
WOODSIDE PETROLEUM SPONSORED	432	9,863	11,120
WOORI BANK SPONSORED	315	14,952	14,077
WORKDAY INC-CLASS A	860	86,780	87,496
WORKIVA INC CL A	205	4,561	4,387
WORLD ACCEPTANCE CORP	51	4,178	4,117
WORLDPAY GROUP PLC UNSPONSORED	329	5,504	5,721
WPP PLC SPONSORED	70	6,549	6,339
WPX ENERGY INC	3,411	36,239	47,993
WYNDHAM WORLDWIDE CORP	170	13,790	19,698

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954**Form 990-PF, Year 2017, Part II, Line 10b****CORPORATE STOCK**

SECURITY NAME	QUANTITY	COST	MARKET
WYNN MACAU LTD UNSPONSORED	120	3,239	3,828
WYNN RESORTS LTD	132	8,885	22,254
XCEL ENERGY INC	839	30,201	40,364
XCERRA CORP	683	6,754	6,687
XENIA HOTELS & RESORTS INC	915	20,165	19,755
XEROX CORPORATION	353	9,302	10,290
XILINX INC	411	20,197	27,710
XILINX INC	1,984	129,902	133,761
XL GROUP LTD	426	16,401	14,978
XO GROUP INC	219	3,870	4,043
XYLEM INC	297	10,808	20,255
YAHOO JAPAN CORP UNSPONSORED	298	2,679	2,727
YAMANA GOLD INC	1,134	3,061	3,538
YANZHOU COAL SPONSORED	301	3,170	3,522
YARA INTERNATIONAL SPONSORED	74	3,416	3,392
YASKAWA ELECTRIC CORP UNSPONSORED	134	8,685	11,866
YELP INC	645	28,722	27,064
YUM CHINA HOLDINGS INC	194	7,799	7,764
YUM! BRANDS INC	570	29,503	46,518
YUM! BRANDS INC	1,797	128,601	146,653
YY INC SPONSORED	41	3,153	4,635
ZAGG INC	249	2,114	4,594
ZEBRA TECHNOLOGIES CORP	3,185	341,365	330,603
ZIMMER BIOMET HOLDINGS INC	334	35,606	40,304
ZIONS BANCORPORATION	334	9,816	16,977
ZOETIS INC	811	36,630	58,424
ZURICH INSURANCE GROUP SPONSORED	466	13,901	14,171
ZYNGA INC	6,867	20,324	27,468
		101,868,240	1,523,217,985

JOSEPH B. WHITEHEAD FOUNDATION - # 58-6001954
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DONOR ADVISED FUND

The Foundation paid \$20,000,000 to the Community Foundation for Greater Atlanta to benefit Achieve Atlanta, an initiative to improve post-secondary success of students graduating from Atlanta Public Schools (APS). This payment is treated as a qualifying distribution.

Incubated at the Community Foundation, Achieve Atlanta is a start-up effort that operates an advising program in APS high schools and provides need-based scholarships for APS graduates to attend college or technical school. Because Achieve Atlanta's mission includes making multi-year commitments to graduating APS students, it requires significant financial resources in its early years to assure the community it can meet its forward commitments. However, as a start-up organization with no track record and uncertain cash flow projections, there was significant risk in committing resources directly to Achieve Atlanta. A donor advised fund was the perfect conduit for providing significant up-front support while mitigating risk.

Achieve Atlanta expects to fully spend the Foundation's grant by 2021. Although the Foundation is an advisor, the Community Foundation has ultimate authority over the disbursement of funds. Achieve Atlanta was launched by the Community Foundation, and the Community Foundation provides office space and back-office support to Achieve Atlanta.

AGREEMENT RE EXPENDITURE RESPONSIBILITY

This Agreement Re Expenditure Responsibility is made and entered into as of the 20th day of April, 2018, by and between the Joseph B. Whitehead Foundation ("Grantor") and Agape Community Center Holding Company ("Grantee").

WHEREAS, Grantor has agreed to make a grant of \$1,250,000 to Grantee contingent upon certain requirements and conditions; and

WHEREAS, Grantor and Grantee wish to set forth those requirements and conditions in writing;

NOW THEREFORE, Grantor and Grantee agree as follows:

1. Grantor made a grant commitment of \$1,250,000 to the Agape Youth & Family Center for construction of a new facility. At the request of the Agape Youth & Family Center, Grantor directed payment to Grantee, a 501(c)(2) holding company that holds title to the Agape Youth & Family Center property. Grantee shall use the grant for capital expenditures in accordance with the budget approved by its directors. Grantee hereby agrees to repay any portion of the grant not used for such purposes.
2. Grantee hereby agrees to submit to Grantor full and complete annual reports on the manner in which the grant is spent and the progress made in accomplishing the purposes of the grant.
3. Grantee hereby agrees to maintain records of receipts and expenditures and to make its books and records available to Grantor at any reasonable time.
4. Grantee shall not use any of the grant
 - (a) to carry on propaganda, or otherwise to attempt to influence legislation (within the meaning of Section 4945 (d)(1) of the Internal Revenue Code),
 - (b) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of Section 4945 (d)(2) of the Internal Revenue Code),
 - (c) to make any grant which does not comply with the requirements of Section 4945 (d)(3) or (4) of the Internal Revenue Code, or
 - (d) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(B) of the Internal Revenue Code.

ROBERT W. WOODRUFF FOUNDATION, INC.

By: 

Name: P. Russell Hardin

Title: President

AGAPE COMMUNITY CENTER HOLDING
COMPANY

By: 

Name: Nell Benn

Title: CEO

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954
Form 990-PF, Year 2017, Page 6, Part VIII
COMPENSATION OF TRUSTEES AND OFFICERS

(a) Name and Address	(b)		(c) Comp	(d) Contributions to Benefit Plans				(e) Expenses
	Title	Hours Per Week		403b	457b**	Insurance Benefits*	457f**	
TRUSTEES:								
James B. Williams 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	Trustee Chairman	3	25,000			968		
Jenner Wood 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	Trustee Vice- Chairman	2	35,000			968		
Lawrence Gellerstedt 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	Trustee	1	25,000			968		
TOTAL TRUSTEES		6	85,000			2,904		
OFFICERS:								
P. Russell Hardin 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	President	8	101,199	3,877	3,103	7,030	8,199	438
Erik S. Johnson 191 Peachtree Street, Suite 3540 Atlanta, Georgia 30303	Secretary Treasurer	8	47,410	3,877	3,103	4,938	131	290
TOTAL OFFICERS		16	148,609	7,754	6,206	11,968	8,330	728
TOTAL - TRUSTEES & OFFICERS			233,609	37,164				728

* Insurance: Trustees - Directors & Officers Liability only

Officers - Directors & Officers Liability, Medical, Life, Disability, Dental, Workers Compensation and Travel Accident

**457b and 457f not expensed and not included in Part I, Line 15

457f - unvested and contingent upon the employee working to a specified age.

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954
990-PF, Year 2017, Page 8, Part X, Line 1e

As of December 31, 2017, the Foundation owned 30,656,566 shares of The Coca-Cola Company common stock. These represent approximately .72 % of the total average of 4,259 million shares outstanding which is an insignificant decrease from the 2012 amount evaluated in the attached opinion letter.

The average monthly fair market value of the Foundation's Coca-Cola stock before applying the blockage discount was \$1,380,614,390. Based upon the attached opinion letter from Shearwater Valuation Associates, the Foundation applied a blockage discount factor of 2.31%.

$$\$1,380,614,390 @ 2.31\% = \$31,892,192$$

April 25, 2013

Mr. Erik S. Johnson
General Counsel and Secretary
The Robert W. Woodruff Foundation, Inc.
191 Peachtree Street, N.E.
Suite 3450
Atlanta, Georgia 30303

Dear Mr. Johnson:

At your request Shearwater Valuation Associates, LLC ("SVA") was retained to prepare a valuation analysis and appraisal (Valuation Engagement and Conclusions of Value) and detailed appraisal report ("Appraisal Report") to assist in the determination of blockage discounts for 65,135,390 shares, 31,573,400 shares and 26,680,000 shares of the common stock ("Subject Property") of The Coca-Cola Company ("Coca-Cola" or "The Company"). The valuation date is December 31, 2012. The Conclusions of Value and Appraisal Report are to be used only as of this date and are not valid as of any other date.

We have performed a Valuation Engagement and present our detailed report in conformity with the "Statement of Standards for Valuation Services No. 1" (SSVS) of the American Institute of Certified Public Accountants. SSVS defines a Valuation Engagement as "an engagement to estimate value in which a valuation analyst determines an estimate of the value of a subject interest by performing appropriate procedures, as outlined in the AICPA Statement on Standards for Valuation Services, and is free to apply the valuation approaches and methods he or she deems appropriate in the circumstances. The valuation analyst expresses the results of the valuation engagement as a conclusion of value, which may be either a single amount or a range." SSVS defines a Conclusion of Value as "an estimate of the value of a business, business ownership interest, security, or intangible asset, arrived at by applying the valuation procedures appropriate for a valuation engagement and using professional judgment as to the value or range of values based on those procedures." SSVS addresses a detailed report as follows: "The *detailed report* is structured to provide sufficient information to permit intended users to understand the data, reasoning, and analyses underlying the valuation analyst's conclusion of value."

This Valuation Engagement was performed to assist in the determination of the blockage discounts for the Subject Property solely for the purpose of Client's preparation of 990-PF tax returns ("Specified Purpose"). The resulting Conclusions of Value should not be used for any other purpose, or by any other party for any purpose, without our express written consent.

Mr. Erik S. Johnson
April 25, 2013
Page Two

The standard of value is fair market value, defined as “the price at which the property would change hands between a willing buyer and a willing seller when the former is not under any compulsion to buy and the latter is not under any compulsion to sell, both parties having reasonable knowledge of relevant facts.” Revenue Ruling 59-60 also defines the hypothetical willing buyer and seller as follows: “Court decisions frequently state in addition that the hypothetical buyer and seller are assumed to be able, as well as willing, to trade and to be well informed about the property and concerning the market for such property.” Furthermore, fair market value assumes that the price is transacted in cash or cash equivalents. Revenue Ruling 59-60, while used in tax valuations, is also used in many non-tax valuations. We considered all the factors described in Revenue Ruling 59-60, as modified and amplified by subsequent rulings,¹ which states that all relevant factors should be considered, including:

- The nature and history of the business;
- The general economic outlook;
- The general industry outlook;
- The book value of the stock and the financial condition of the business;
- The earnings and distribution paying capacity of the business;
- The intangible assets of the business;
- Sales of the business interest and the size of the subject property; and
- Stock prices of similar publicly traded companies.

Fair market value is also defined in a similar way in the *International Glossary of Business Valuation Terms*² as “the price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arm's length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts.”

The premise of value is liquidation. The type of liquidation is orderly, which assumes assets are sold over a reasonable period of time to maximize the proceeds received.

¹ Revenue Ruling 59-60 has been modified by Revenue Ruling 65-193 and further amplified by Revenue Rulings 77-287 and 83-120.

² The *International Glossary of Business Valuation Terms* has been jointly adopted by the AICPA, ASA, Canadian Institute of Chartered Business Valuators, NACVA and the IBA.

Mr. Erik S. Johnson
April 25, 2013
Page Three

There were no restrictions or limitations in the scope of our work or data available for analysis. We did not rely on the work of a third-party specialist in developing our Conclusions of Value. We believe the analyses, opinions, and conclusions of this Appraisal Report were completed in conformity with the American Institute of Certified Public Accountants Statement on Standards for Valuation Services No. 1 and the standards of the National Association of Certified Valuators and Analysts for conducting and reporting on business valuations. In performing our Valuation Engagement, we performed various economic, industry and market research. Our Conclusions of Value are based on the economic, market and business conditions as they existed as of the effective valuation date, based on information available at that time. We first evaluated the most advantageous method of disposing the Subject Property available to the hypothetical seller, and concluded a gradual open-market liquidation of the shares appears to provide the greatest present value of net proceeds relative to the time and transaction costs (including professional fees) associated with other disposal methods. We estimated the amount of time required to gradually liquidate the shares of each block in an orderly fashion in the open market, and calculated the present value of future proceeds based on the December 31, 2012 freely-traded share price. We then calculated the costs of a hypothetical put option required to protect the December 31, 2012 share price.

The approaches and methodologies used in our work did not comprise an examination or any attest service in accordance with generally accepted accounting principles, the objective of which is an expression of an opinion regarding the fair presentation of financial statements or other financial information, whether historical or prospective, presented in accordance with generally accepted accounting principles or auditing standards. We express no opinion and accept no responsibility for the accuracy and completeness of the financial information (audited, reviewed, compiled, internal, prospective or tax returns), or other data provided to us by others, and we have not verified such information unless specifically stated in this report. We assume that the financial and other information provided to us is accurate and complete, and we have relied upon this information in performing our valuation.

The Conclusions of Value are subject to the representations found in Section V of this report, and to the Statement of Assumptions and Limiting Conditions found in Appendix D. The Appraisal Report and Conclusions of Value stated herein are valid only as of December 31, 2012. We have no obligation to update this Appraisal Report or our Conclusions of Value for information that comes to our attention after the date of this Appraisal Report. Based on the analyses, procedures, assumptions and limiting conditions described herein, our Conclusions of Value regarding the blockage discounts for the Subject Property are as follows:

Mr. Erik S. Johnson
April 25, 2013
Page Four


The Coca-Cola Company
Summary of Estimated Blockage Discounts
December 31, 2012

Block	Discount Due to Disposition Period		Cost of Price Protection		Blockage Discount
65,135,390	0.042%	Exhibit III.A.	3.37%	Exhibit IV.A.	3.41%
31,573,400	0.042%	Exhibit III.B.	2.26%	Exhibit IV.B.	2.31%
26,680,000	0.04%	Exhibit III.C.	2.10%	Exhibit IV.C.	2.14%

We appreciate the opportunity to serve you in this matter.

Sincerely,

BY:



Robert A. Ethridge, CFA, CPA, CVA
Shearwater Valuation Associates, LLC
Promenade Two
1230 Peachtree Street, N.E.
Suite 1900
Atlanta, Georgia 30309

JOSEPH B. WHITEHEAD FOUNDATION - # 58-6001954
Form 990-PF, Year 2017, Page 10, Part XV, Line 2
INFORMATION REGARDING GRANT PROGRAMS

- (a) P. Russell Hardin, President
Joseph B. Whitehead Foundation
191 Peachtree Street, NE
Suite 3540
Atlanta, Georgia 30303
- Telephone: (404) 522-6755
- (b) Application form not required. Proposals should be made in letter form and include the following information:
- A description of the organization, its purposes, programs, staffing and governing board
 - The organization's latest financial statements including the most recent audit report
 - A description of the proposed project and full justification for its funding
 - An itemized project budget, including other sources of support in hand or anticipated
 - Evidence from the IRS of the organization's tax-exempt status and that the applying organization itself is not a private foundation
- (c) Grant applications are considered semi-annually in April and November for requests received by the first of February and September.
- (d) Grants are made to public charities that provide a full range of basic human services to citizens of metropolitan Atlanta. The Foundation has a particular interest in supporting organizations that serve children and youth. In recent years, the Foundation has concentrated a significant portion of its giving on improving the quality and accessibility of early childhood development programs in metropolitan Atlanta. Grants are reserved for well-established public charities with a broad base of community support. The Foundation provides support for capital projects and programmatic expenses.

No grants are made to individuals.

JOSEPH B. WHITEHEAD FOUNDATION - #58-6001954

Form 990-PF, Year 2017, Page 11, Part XV, Line 3b

GRANTS APPROVED FOR FUTURE PAYMENT

Recipient	Foundation Status	Purpose of Grant	Amount
<u>EDUCATION</u>			
Georgia State University P.O. Box 3999 Atlanta, GA 30302-3999	PC	Support of After-School All-Stars program and summer academy at Sylvan Hills Middle School.	568,000
Purpose Built Schools Atlanta 1670 Benjamin Weldon Bickers Drive, SE Atlanta, GA 30315	PC	Support of Community Engagement Program at four schools that are part of Atlanta Public Schools' turnaround strategy. Payable over three years.	2,000,000
redefinED Atlanta 112 Krog Street, Suite 19 Atlanta, GA 30307	SO I	Expansion of the Relay Graduate School of Education's teacher residency program to Atlanta. Payable over three years.	2,500,000
Westside Future Fund P.O. Box 92273 Atlanta, GA 30314	PC	Support of comprehensive wraparound services for students at Hollis Innovation Academy. Payable over three years.	1,000,000
		TOTAL EDUCATION	6,068,000
<u>CHILD WELFARE & YOUTH DEVELOPMENT</u>			
Our House, Inc. 173 Boulevard, NE Atlanta, GA 30312	PC	Capacity-building to strengthen organization providing shelter and childcare for homeless families.	50,000
Supporting Adoption and Foster Families Together Inc. 219 Castleberry Road Cumming, GA 30040	PC	Development of program at Families First to serve children in foster care and their families. Payable over two years.	100,000
		TOTAL CHILD WELFARE & YOUTH DEVELOPMENT	150,000
<u>HUMAN SERVICES</u>			
City of Refuge 1300 Joseph E. Boone Blvd., NW Atlanta, GA 30314	PC	Infrastructure improvements and development of permanent supportive housing as part of \$25.6 million campaign.	3,000,000
		TOTAL HUMAN SERVICES	3,000,000
		TOTAL GRANTS	9,218,000
Foundation status of recipient:	PC	Public charity described in 509(a)(1) or (2)	
	SO I	Type I supporting organization (sections 509(a)(3) and 509(a)(3)(B)(i)) other than an SO-DP	