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Return of Private Foundation  
Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2011

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011, or tax year beginning 2011, and ending

The Rees-Jones Foundation  
5956 Sherry Lane #1603  
Dallas, TX 75225

A Employer identification number  
20-5132900

B Telephone number (see the instructions)  
(214) 751-2977

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 429,659,456.

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

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	150,010,000.			
2 <input type="checkbox"/> If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	101,060.	101,060.	N/A	
4 Dividends and interest from securities	6,659,716.	6,659,716.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	7,515,560.			
b Gross sales price for all assets on line 6a	140533545.			
7 Capital gain net income (from Part IV, line 2)		7,538,509.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales price for all assets on line 6a				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
d Other income (attach schedule)				
11 See Statement 1	-182,203.	-43,186.		
12 Total. Add lines 1 through 11	164,104,133.	14,256,099.		
13 Compensation of officers, directors, trustees, etc	160,385.	44,908.		115,309.
14 Other employee salaries and wages	488,849.	106,236.		380,287.
15 Pension plans, employee benefits	112,489.	25,428.		86,183.
16a Legal fees (attach schedule) See St 2	10,307.			10,307.
b Accounting fees (attach sch) See St 3	32,065.	24,049.		8,016.
c Other prof fees (attach sch) See St 4	836,818.	757,632.		77,874.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 5	-126,724.	3,790.		
19 Depreciation (attach sch) and depletion	46,869.	3,541.		
20 Occupancy	162,913.	16,442.		133,033.
21 Travel, conferences, and meetings	28,234.	3,106.		25,128.
22 Printing and publications	2,749.	302.		2,447.
23 Other expenses (attach schedule) See Statement 6	939,362.	848,276.		87,944.
24 Total operating and administrative expenses. Add lines 13 through 23	2,694,316.	1,833,710.		926,528.
25 Contributions, gifts, grants paid Part XV	22,215,278.			42,562,043.
26 Total expenses and disbursements. Add lines 24 and 25	24,909,594.	1,833,710.		43,488,571.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	139,194,539.			
b Net investment income (if negative, enter 0)		12,422,389.		
c Adjusted net income (if negative, enter 0)				

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7

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>A S S E T S</b>	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	19,459,382.	168,138,906.	168,138,906.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) Statement 7	72,261,497.	61,965,351.	61,965,351.
	b Investments — corporate stock (attach schedule) Statement 8	168,663,171.	138,285,147.	138,285,147.
	c Investments — corporate bonds (attach schedule) Statement 9	15,222,498.	7,248,139.	7,248,139.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 10	48,477,921.	50,105,060.	50,105,060.	
14 Land, buildings, and equipment: basis	481,962.			
Less: accumulated depreciation (attach schedule) See Stmt 11	108,356.	103,554.	373,606.	
15 Other assets (describe See Statement 12)	730,164.	3,543,247.	3,543,247.	
16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item i)	324,918,187.	429,659,456.	429,659,456.	
<b>L I A B I L I T I E S</b>	17 Accounts payable and accrued expenses	145,433.	135,885.	
	18 Grants payable	50,250,965.	29,904,200.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe See Statement 13)	271,120.	101,298.	
23 <b>Total liabilities</b> (add lines 17 through 22)	50,667,518.	30,141,383.		
<b>N E T A S S E T B A L A N C E S</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>			
	24 Unrestricted	274,250,669.	399,518,073.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see instructions)	274,250,669.	399,518,073.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	324,918,187.	429,659,456.	

**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	274,250,669.
2 Enter amount from Part I, line 27a	2	139,194,539.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	413,445,208.
5 Decreases not included in line 2 (itemize) See Statement 14	5	13,927,135.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	399,518,073.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)

(b) How acquired  
P — Purchase  
D — Donation(c) Date acquired  
(month, day, year)(d) Date sold  
(month, day, year)

1a See Statement 15			
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			
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	7,538,509.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). <span style="float: right;">[ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 ]</span>	3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	28,359,768.	315,234,973.	0.089964
2009	17,932,309.	298,118,131.	0.060152
2008	22,374,515.	362,217,528.	0.061771
2007	15,996,426.	408,999,291.	0.039111
2006	1,037,612.	78,668,137.	0.013190

2 Total of line 1, column (d)	2	0.264188
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.052838
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	306,862,065.
5 Multiply line 4 by line 3	5	16,213,978.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	124,224.
7 Add lines 5 and 6	7	16,338,202.
8 Enter qualifying distributions from Part XII, line 4	8	46,331,303.

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.

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

1 a 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 instrs)		1	124,224.
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	124,224.
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	124,224.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	124,515.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,485.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	130,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,776.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	0.	
			5,776. Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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**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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.rees-jonesfoundation.org</u>	13	X	
14	The books are in care of <u>Cissy Moses</u> Telephone no <u>(214) 751-2977</u> Located at <u>5956 Sherry Lane, Suite 1603 Dallas TX</u> ZIP + 4 <u>75225</u>			
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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2011, 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 Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u>Cayman Islands</u>	16	X	

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

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

	Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2011 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 2011.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 16		160,385.	19,555.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Cissy Moses 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Dir. of Finan 25	121,075.	15,935.	0.
Terese Stevenson 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Sr. Program Of 40	116,000.	27,431.	0.
Anne Talley 5949 Sherry Lane, Suite 1603 Dallas, TX 75225	Program Offic 30	65,608.	18,369.	0.
Adrian Cook 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Research Asso 40	63,675.	14,735.	0.
Becca Edwards 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Office Manage 40	54,550.	7,827.	0.
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 (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Avalon Advisors LLC 717 Texas, Suite 3000 Houston, TX 77002	Investment Mgmt.	297,443.
Robert W. Baird & Company, Inc. 777 East Wisconsin Ave. Milwaukee, WI 53202	Investment Consult.	281,572.
Curtis W. Meadows, Jr. 2707 State Street Dallas, TX 75204	Grant Consult.	74,550.
Northern Trust Corp. 50 South LaSalle St. Chicago, IL 60603	Custodian Serv.	64,865.
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** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Dallas CASA-Note-Loan made to purchase land for the future construction of the Dallas CASA Children's Justice Action Center	1,400,000.
2 Open Arms, Inc. dba Bryan's House-Note-Loan made to purchase and renovate property to be used as a new and expanded facility	1,442,732.
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	2,842,732.

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**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	225,525,945.
b Average of monthly cash balances	1b	36,188,156.
c Fair market value of all other assets (see instructions)	1c	49,820,990.
d Total (add lines 1a, b, and c)	1d	311,535,091.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	311,535,091.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,673,026.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	306,862,065.
6 Minimum investment return. Enter 5% of line 5	6	15,343,103.

**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	15,343,103.
2a Tax on investment income for 2011 from Part VI, line 5	2a	124,224.
b Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	124,224.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	15,218,879.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	15,218,879.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	15,218,879.

**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	43,488,571.
b Program-related investments — total from Part IX-B	1b	2,842,732.
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	46,331,303.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	124,224.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,207,079.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				15,218,879.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008	548,156.			
d From 2009	3,136,277.			
e From 2010	12,717,258.			
f Total of lines 3a through e	16,401,691.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 46,331,303.				
a Applied to 2010, but not more than line 2a			0.	
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 2011 distributable amount				15,218,879.
e Remaining amount distributed out of corpus	31,112,424.			
5 Excess distributions carryover applied to 2011 (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	47,514,115.			
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 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	47,514,115.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	548,156.			
c Excess from 2009	3,136,277.			
d Excess from 2010	12,717,258.			
e Excess from 2011	31,112,424.			

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Form 990-PF (2011)



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 21				42,562,043.
Total				42,562,043.
b Approved for future payment See Statement 22				29,904,200.
Total				29,904,200.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	101,060.	
4 Dividends and interest from securities			14	6,659,716.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	7,515,560.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Belmont Strat. Inc. K-1			14	-735.	
b Cotton Creek Cap K-1	900099	-2,713.	14	-91,582.	
c Stonelake Opp. Part. K-1	900099	2,384.	14	-57,859.	
d Stratford Land Fnd K-1	900099	-64,401.	14	2,084.	
e Stratford Realty Fnd K-1	900099	-74,287.	14	104,906.	
12 Subtotal. Add columns (b), (d), and (e)		-139,017.		14,233,150.	
13 Total. Add line 12, columns (b), (d), and (e)					14,094,133.

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

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

[illegible]

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


- |          |                                                                                                                                                                                                                                                                                                                                                                                              |              |            |           |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|-----------|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                          |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |              |            |           |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | <b>1a(1)</b> |            | X         |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | <b>1a(2)</b> |            | X         |
| <b>b</b> | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |              |            |           |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b> |            | X         |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | <b>1b(2)</b> |            | X         |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | <b>1b(3)</b> |            | X         |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | <b>1b(4)</b> |            | X         |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(5)</b> |            | X         |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | <b>1b(6)</b> |            | X         |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | <b>1c</b>    |            | X         |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |            |           |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

 11-6-12 PRESIDENT

Signature of officer of trustee Date Title

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

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	RACHEL SPURLOCK	<i>Rachel Spurlock</i>	10/23/12		P00520729
	Firm's name ▶ CROWE HORWATH LLP			Firm's EIN ▶ 35-0921680	
	Firm's address ▶ 750 N. ST. PAUL, STE. 850, DALLAS, TX 75201			Phone no (214) 777-5200	

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

**2011**

Name of the organization

The Rees-Jones Foundation

Employer identification number

20-5132900

**Organization type** (check one):

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)(\_\_\_\_) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

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

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

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line f. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc. contributions of \$5,000 or more during the year ► \$ \_\_\_\_\_

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

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

The Rees-Jones Foundation

Employer identification number

20-5132900

**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Trevor & Jan Rees-Jones 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	\$ 150,000.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Chevron Products Company P. O. Box 9034 Concord, CA 94524	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

The Rees-Jones Foundation

20-5132900

**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)



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## 2011 Federal Book Summary Depreciation Schedule

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The Rees-Jones Foundation

20-5132900

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179/ SDA	Prior 179/ SDA/ Depr.	Method	Life	Current Depr.
Form 990/990-PF										
Furniture and Fixtures										
12	7 desk chairs	9/10/07		4,967			2,484	S/L HY	7	710
13	2 modular units	9/17/07		16,602			8,301	S/L HY	7	2,372
14	ESI-200 phone system	10/31/07		8,312			4,156	S/L HY	7	1,188
15	Conf. room audio visual	10/31/07		23,910			11,956	S/L HY	7	3,417
17	(3) tall bookcases	3/19/08		706			252	S/L HY	7	101
18	(2) Wingchairs	9/15/08		3,750			1,340	S/L HY	7	536
19	Whitaker sofa & fabric	9/15/08	7/01/11	2,836			1,012	S/L HY	7	203
20	(2) Leather lobby chairs	9/15/08		1,940			693	S/L HY	7	277
21	(2) lobby side tables	9/15/08		1,714			612	S/L HY	7	245
22	Library bookshelf	9/15/08		5,263			1,880	S/L HY	7	752
23	Modular end table	9/15/08		677			242	S/L HY	7	97
24	Cocktail table for lobby	9/15/08		1,286			460	S/L HY	7	184
25	Green marble lamp	9/15/08		315			112	S/L HY	7	45
26	Gold leaf lamp	9/15/08		446			160	S/L HY	7	64
27	(2) wood lamps with jade	9/15/08		1,632			583	S/L HY	7	233
28	Large vase with flowers	9/15/08		288			103	S/L HY	7	41
29	Koi painting	9/15/08		1,345			480	S/L HY	7	192
30	Red vase with silk flower	9/15/08		325			115	S/L HY	7	46
31	Crystal & silver bowl	9/15/08		995			355	S/L HY	7	142
32	Walnut leather tray	9/15/08		549			195	S/L HY	7	78
46	Large Conference Table	11/28/11		10,886				S/L MQ	7	195
47	5 Aeron task chairs	11/28/11		4,003				S/L MQ	7	72
48	2 Custom lighted bookcase	12/06/11		5,684				S/L MQ	7	102
49	Three seat reception sofa	12/19/11		4,326				S/L MQ	7	77
50	2 30" display pedestals	12/19/11		1,068				S/L MQ	7	19
51	1 36" display pedestal	12/19/11		798				S/L MQ	7	14
52	Tuohy Prato Rec. Desk	12/19/11		2,379				S/L MQ	7	43
53	18 Conference room chair	12/19/11		13,389				S/L MQ	7	240
54	2 Tuohy Conf room buffet	12/19/11		9,109				S/L MQ	7	163
55	Bar Height Kitchen tables	12/19/11		6,504				S/L MQ	7	116
56	8 Sling upholstered stool	12/19/11		2,545				S/L MQ	7	45
57	36x68" Bookcase	12/19/11		791				S/L MQ	7	14
58	24x72" Credenza	12/19/11		1,542				S/L MQ	7	27
59	36x72" Dbl pedestal desk	12/19/11		1,657				S/L MQ	7	30
60	24x72" Credenza lateral	12/19/11		1,654				S/L MQ	7	30

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## 2011 Federal Book Summary Depreciation Schedule

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The Rees-Jones Foundation

20-5132900

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct	Cur 179/ SDA	Prior 179/ SDA/ Depr.	Method	Life	Current Depr.
61	Small credenza w/panel	12/19/11		627				S/L MQ	7	11
62	Lateral file credenza	12/19/11		1,381				S/L MQ	7	25
63	36x72" Dbl pedestal desk	12/19/11		1,657				S/L MQ	7	30
64	3 Five dr lateral files	12/19/11		2,251				S/L MQ	7	40
65	3 Five dr lateral files	12/19/11		2,229				S/L MQ	7	40
Total Furniture and Fixtures				152,338		0	35,491			12,256
Improvements										
1	Leasehold improvements	8/15/07	8/31/11	59,675			27,850	S/L HY	3	5,304
66	Leasehold Improvements	12/01/11		258,016				S/L MQ	15	16,380
Total Improvements				317,691		0	27,850			21,684
Machinery and Equipment										
2	GIFTS for Windows	5/14/07		24,476			17,132	S/L HY	5	4,895
3	HP Proliant server	5/16/07		8,767			6,136	S/L HY	5	1,753
4	HP desktop computer	5/16/07		819			574	S/L HY	5	164
5	HP laptop w/docking	5/16/07		1,767			1,236	S/L HY	5	353
6	Dell monitor	6/11/07		325			228	S/L HY	5	65
7	10 Microsoft Office licen	6/11/07		4,695			3,286	S/L HY	5	939
8	HP laptop w/docking	8/20/07		1,727			1,207	S/L HY	5	345
9	HP Officejet Pro K5400	8/20/07		139			98	S/L HY	5	28
10	HP Officejet Pro K5400	8/20/07		139			98	S/L HY	5	28
11	HP Officejet Pro K5400	8/20/07		139			98	S/L HY	5	28
16	Laser fax machine	5/12/08		451			225	S/L HY	5	90
33	Adobe CS4 Design	6/08/09		1,770			531	S/L HY	5	354
34	GIFTS Customizer module	3/29/10		4,484			448	S/L HY	5	897
35	Dell Latitude laptop	12/13/10		1,535			154	S/L HY	5	307
36	2 Microsoft Office 2010	12/13/10		706			71	S/L HY	5	141
37	Copystar 400 color copier	1/19/10		9,938			994	S/L HY	5	1,988
38	5 Microsoft Office 2010	4/18/11		2,390				S/L MQ	5	299
39	Adobe CS5 5 Design	11/01/11		1,313				S/L MQ	5	33
40	2 HP Officejet Pro print	11/01/11		599				S/L MQ	5	15
41	Dell Latitude E6520 lapto	11/08/11		1,562				S/L MQ	5	39
42	Dell Precision T1600 PC	12/06/11		1,276				S/L MQ	5	32
43	Netgear ProSafe (Wifi)	12/12/11		271				S/L MQ	5	7
44	2 GIFTS licences	12/19/11		4,616				S/L MQ	5	115
45	Apple Ipad 16GB (conf rm)	12/21/11		541				S/L MQ	5	14
Total Machinery and Equipment				74,445		0	32,516			12,929

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## 2011 Federal Book Summary Depreciation Schedule

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The Rees-Jones Foundation

20-5132900

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct	Cur 179/ SDA	Prior 179/ SDA/ Depr	Method	Life	Current Depr.
	Total Depreciation			<u>544,474</u>		<u>0</u>	<u>95,857</u>			<u>46,869</u>
	Grand Total Depreciation			<u>544,474</u>		<u>0</u>	<u>95,857</u>			<u>46,869</u>
	Depreciation Assets Sold			62,511		0	28,862			5,507
	Depr Remaining Assets			<u>481,963</u>		<u>0</u>	<u>66,995</u>			<u>41,362</u>

Client REESJONE

The Rees-Jones Foundation

20-5132900

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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Belmont Strat. Inc. K-1	\$ -735.	\$ -735.	
Cotton Creek Cap K-1	-94,295.	-91,582.	
Stonelake Opp. Part. K-1	-55,475.	-57,859.	
Stratford Land Fnd K-1	-62,317.	2,084.	
Stratford Realty Fnd K-1	30,619.	104,906.	
<b>Total</b>	<b>\$ -182,203.</b>	<b>\$ -43,186.</b>	<b>0.</b>

**Statement 2**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal services	\$ 10,307.			\$ 10,307.
<b>Total</b>	<b>\$ 10,307.</b>	<b>\$ 0.</b>		<b>\$ 10,307.</b>

**Statement 3**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit services	\$ 32,065.	\$ 24,049.		\$ 8,016.
<b>Total</b>	<b>\$ 32,065.</b>	<b>\$ 24,049.</b>		<b>\$ 8,016.</b>

**Statement 4**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Grants management consulting	\$ 74,550.			\$ 73,238.
Investment mgmt. & custodian	756,508.	\$ 756,508.		
Payroll and benefits services	4,885.	1,124.		3,761.
Web design and maintenance	875.			875.
<b>Total</b>	<b>\$ 836,818.</b>	<b>\$ 757,632.</b>		<b>\$ 77,874.</b>

Client REESJONE

The Rees-Jones Foundation

20-5132900

9/06/12

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**Statement 5**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Deferred tax expense	\$ -255,000.			
Excise tax expense	124,486.			
State income tax withheld	3,790.	\$ 3,790.		
Total	<u>\$ -126,724.</u>	<u>\$ 3,790.</u>		<u>\$ 0.</u>

**Statement 6**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank service charges	\$ 218.	\$ 218.		
Community activities	6,505.			\$ 6,505.
Computer/software maintenance	11,555.			11,555.
Dues, professional	505.			505.
Equipment rental and maintenance	1,836.	202.		1,634.
Insurance	24,478.	5,630.		18,848.
Meals & entertainment	3,411.	188.		3,036.
Memberships	7,200.	792.		6,408.
Miscellaneous	1,878.	207.		1,671.
Moving expenses	20,391.	2,243.		18,148.
Office supplies	8,431.	927.		7,504.
Partnership deductions from K-1's	839,325.	836,370.		
Postage & delivery	3,002.	330.		2,672.
Printing and copying	2,316.	255.		2,061.
Telephone and telecommunications	8,311.	914.		7,397.
Total	<u>\$ 939,362.</u>	<u>\$ 848,276.</u>		<u>\$ 87,944.</u>

**Statement 7**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 19	Mkt Val	\$ 61,965,351.	\$ 61,965,351.
		<u>\$ 61,965,351.</u>	<u>\$ 61,965,351.</u>
	Total	<u>\$ 61,965,351.</u>	<u>\$ 61,965,351.</u>

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**Statement 8**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 19	Mkt Val	\$ 138285147.	\$ 138,285,147.
	Total	<u>\$ 138285147.</u>	<u>\$ 138,285,147.</u>

**Statement 9**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 19	Mkt Val	\$ 7,248,139.	\$ 7,248,139.
	Total	<u>\$ 7,248,139.</u>	<u>\$ 7,248,139.</u>

**Statement 10**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 19	Mkt Val	\$ 50,105,060.	\$ 50,105,060.
	Total	<u>\$ 50,105,060.</u>	<u>\$ 50,105,060.</u>

**Statement 11**  
**Form 990-PF, Part II, Line 14**  
**Land, Buildings, and Equipment**

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 149,502.	\$ 46,526.	\$ 102,976.	\$ 102,976.
Machinery and Equipment	74,445.	45,450.	28,995.	28,995.
Improvements	258,015.	16,380.	241,635.	241,635.
Total	<u>\$ 481,962.</u>	<u>\$ 108,356.</u>	<u>\$ 373,606.</u>	<u>\$ 373,606.</u>



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Statement 12  
Form 990-PF, Part II, Line 15  
Other Assets

	Book Value	Fair Market Value
Deposits and prepaids	\$ 23,506.	\$ 23,506.
Excise tax receivable	29.	29.
Interest and dividends receivable	648,780.	648,780.
Program Related Investments	2,842,732.	2,842,732.
Unrelated business tax receivable	28,200.	28,200.
Total	<u>\$ 3,543,247.</u>	<u>\$ 3,543,247.</u>

Statement 13  
Form 990-PF, Part II, Line 22  
Other Liabilities

Deferred lease incentive	\$ 101,298.
Total	<u>\$ 101,298.</u>

Statement 14  
Form 990-PF, Part III, Line 5  
Other Decreases

Unrealized loss on investments	\$ 13,927,135.
Total	<u>\$ 13,927,135.</u>

Statement 15  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	publicly traded securities	Purchased	Various	Various
2	long-term capital gain distributions	Purchased	Various	Various
3	short-term capital gain distributions	Purchased	Various	Various
4	Stratford Land Fund gains K-1	Purchased	Various	Various
5	Powershares DB Comm. Index K-1	Purchased	Various	Various
6	Belmont Strat. Inc. Fund K-1	Purchased	Various	Various
7	Loss on abandoned fixed assets	Purchased	Various	9/01/2011

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	139,951,784.		132,989,562.	696,222.				\$ 696,222.
2	55,637.		0.	55,637.				55,637.
3	78,232.		0.	78,232.				78,232.
4	290,631.		0.	290,631.				290,631.
5	157,261.		0.	157,261.				157,261.
6	0.		281.	-281.				-281.
7	0.		5,193.	-5,193.				-5,193.

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**Statement 15 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss) Total
								\$ 7538509.

**Statement 16**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Trevor Rees-Jones 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Director 5.00	\$ 0.	\$ 0.	\$ 0.
Janice M. Rees-Jones 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Director 5.00	0.	0.	0.
Thornton Hardie, III 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	President 20.00	144,365.	17,601.	0.
David Hundley 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Secretary 5.00	6,747.	823.	0.
Lonnie Samford 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Treasurer 5.00	9,273.	1,131.	0.
Total		\$ 160,385.	\$ 19,555.	\$ 0.

**Statement 17**  
**Form 990-PF, Part XV, Line 1a**  
**Foundation Managers - 2% or More Contributors**

Trevor Rees-Jones  
Janice M. Rees-Jones

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**Statement 18**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

**Name of Grant Program:**

Name:	Thornton Hardie, III
Care Of:	The Rees-Jones Foundation
Street Address:	5956 Sherry Lane, Suite 1603
City, State, Zip Code:	Dallas, TX 75225
Telephone:	(214) 751-2977
Form and Content:	See Statement 20 and/or <a href="http://www.rees-jonesfoundation.org">www.rees-jonesfoundation.org</a>
Submission Deadlines:	See Statement 20 and/or <a href="http://www.rees-jonesfoundation.org">www.rees-jonesfoundation.org</a>
Restrictions on Awards:	See Statement 20 and/or <a href="http://www.rees-jonesfoundation.org">www.rees-jonesfoundation.org</a>

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## Statement 19

## Form 990-PF, Part II, Line 10a, 10b, &amp; 10c and 13

## Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
2,000,000 00	ARIZONA ST TRANSN BRD HWY REV 954% DUE 07-01-2013 BEO TAXABLE	2,001,320 00	2,001,320 00
765,000 00	BALTIMORE CNTY MD MET DIST-72ND ISSUE-SER A 2 4% DUE 11-01-2013 BEO TA	787,628 70	787,628 70
2,185,000 00	ENERGY NORTHWEST WASH ELEC REV 5 07% DUE07-01-2012 BEO TAXABLE	2,232,720 40	2,232,720.40
365,000 00	FEDERAL FARM CREDIT 2 2% DUE 04-08-2013 REG	373,676 05	373,676 05
1,000,000 00	FEDERAL HOME LN BKS 3 35% DUE 03-28-2018 REG	1,005,860 00	1,005,860 00
1,000,000 00	FEDERAL HOME LN BKS PREASSIGN 00232 5 068% DUE 04-17-2014 REG	1,099,690 00	1,099,690 00
500,000 00	FEDERAL HOME LN MTG CORP STEP UP DUE 07-26-2013/07-26-2012 REG TRANCHE # TR 00	499,745 00	499,745 00
930,139 53	FHLMC MULTICLASS SER 3440 CL JE 4 0% DUE10-15-2017 REG	963,722 21	963,722 21
400,091 34	FHLMC MULTICLASS SER 3642 CL DA 4 0% DUE05-15-2024 REG	417,332 47	417,332 47
1,868,743 89	FHLMC MULTICLASS SER 3774 CL AB 3 5% DUE12-15-2020 REG	1,989,464 74	1,989,464 74
2,044,891 70	FHLMC MULTICLASS SER 3864 CL PG 3 5% DUE05-15-2026 REG	2,173,648 30	2,173,648 30
301,414 28	FHLMC MULTICLASS SER R005 CL AB 5 5% DUE12-15-2018 REG	306,094 64	306,094 64
215,511 18	FHLMC MULTICLASS SER-3037 CL-BC 4 5% DUE02-15-2020 REG	223,609 87	223,609 87
253,602 66	FNMA CMO FANNIE MAE 07-18 D02/25/07 0 010% JJ35 5 45% DUE 12-25-2020 BEO	272,331 47	272,331 47
2,578,176 38	FNMA POOL #745140 5 0% DUE 11-01-2035 BEO	2,787,343 83	2,787,343 83
545,115 47	FNMA POOL #MA0174 4 0% DUE 09-01-2019 BEO	575,592 87	575,592 87
475,227 75	GNMA 2004-006 REMIC PASSTHRU CTF CL B 3 949% DUE 07-16-2033	487,853 12	487,853 12
786,016 30	GNMA 2004-009 REMIC PASSTHRU CTF CL FLTGR 4.586% DUE 09-16-2029	803,997 99	803,997 99
42,131 40	GNMA 2004-020 REMIC TR CL C 4 43% DUE 04-16-2034	42,175 89	42,175 89
382,252 57	GNMA 2004-108 REMIC PASSTHRU CTF CL A 3 999% DUE 05-16-2027	389,508 48	389,508 48
595,024 34	GNMA 2006-030 REMIC PASSTHRU CTF CL A 4 17500019073% DUE 04-16-2028	608,246 97	608,246 97
710,751 37	GNMA 2006-032 REMIC PASS THRU CTF CL A 5 07899999619% DUE 01-16-2030	723,002 59	723,002 59
847,697 27	GNMA 2010-044 REMIC PASS THRU 59 CTF CL MX BE 3 0% DUE 04-20-2038	877,599 79	877,599 79
1,509,072 18	GNMA REMIC 2004-77 CL C 5 5% 10-16-2026 REG	1,536,689 71	1,536,689 71
1,045,000 00	HIGH POINT N C 4.099% DUE 06-01-2018 BEOTAXABLE	1,134,148 95	1,134,148 95
385,000 00	IOWA FIN AUTH SINGLE FAMILY MTG REV 5 622% DUE 07-01-2012 BEO TAXABLE	391,725 95	391,725 95
1,500,000 00	ISRAEL ST GTD NT CL 1-A 5 5% DUE 09-18-2023 REG	1,915,063 50	1,915,063.50
1,100,000 00	MAINE MUN BD BK 2 925% DUE 11-01-2017 /10-29-2012 BEO TAXABLE	1,101,936 00	1,101,936 00
1,165,000 00	MANCHESTER CONN 2 0% DUE 07-06-2012 BEO TAXABLE	1,173,655 95	1,173,655 95
377,557 10	MFO TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL	4,670,381 32	4,670,381 32
2,800,000 00	PENNSYLVANIA ST 4 55% DUE 07-15-2021 /07-15-2020 BEO TAXABLE OID 4 6	3,122,616 00	3,122,616 00
1,000,000 00	RICHLAND CNTY S C 2 5% DUE 03-01-2017 BEO TAXABLE	1,038,410 00	1,038,410 00
3,000,000 00	TEXAS ST 3 194% DUE 10-01-2019 BEO TAXABLE	3,174,930 00	3,174,930 00
820,000 00	UNITED STATES OF AMER TREAS BONDS 2 625%DUE 04-30-2016 REG	887,201 46	887,201 46
3,500,000 00	UNITED STATES TREAS NTS DTD 00251 3 0% DUE 08-31-2016 REG	3,855,194 00	3,855,194 00
2,085,000 00	UNITED STATES TREAS NTS DTD 00281 3 0% DUE 02-28-2017 REG	2,305,880 73	2,305,880 73
3,000,000 00	UNITED STATES TREAS NTS DTD 11/30/09 2.75% DUE 11-30-2016 REG	3,275,391 00	3,275,391 00
500,000 00	UNITED STATES TREAS NTS NT 1 375% DUE 10-15-2012 REG	504,863 50	504,863 50
3,800,000 00	UNITED STATES TREAS NTS NT 1 875% DUE 02-28-2014 REG	3,929,435 60	3,929,435 60
1,000,000 00	UNITED STATES TREAS NTS NT 2 625% DUE 07-31-2014 REG	1,058,672 00	1,058,672 00
1,000,000 00	UNIVERSITY MICH UNIV REVS 5 155% DUE 04-01-2019 BEO TAXABLE	1,181,620 00	1,181,620 00
1,000,000 00	VIRGINIA COLLEGE BLDG AUTH VA EDL FACS REV 2 7% DUE 02-01-2017 BEO TAXABLE	1,036,780 00	1,036,780 00
1,000,000 00	VIRGINIA ST HSG DEV AUTH TAXABLE SER E 0 638% 3-1-13	999,770 00	999,770 00
2,000,000 00	VIRGINIA ST HSG DEV AUTH TAXABLE SER E 4 504% 3-1-23	2,028,820 00	2,028,820 00
Line 10a. - Grand Total US and State Government Obligations		61,965,351.05	61,965,351.05

459 00	#REORG/99 CENTS ONLY CASH MERGER 01/13/2012	10,075 05	10,075 05
1,129 00	#REORG/ADVANCE AMER CASH MERGER DUE 04/24/2012	10,104 55	10,104 55
1,612 00	#REORG/ADVANCED ANALOGIC CASH MERGER 1/11/2012	9,317 36	9,317 36
933 00	#REORG/AMERICAN TOWER MANDATORY EXC AMERICAN TOWER REIT 2F14A31 1/3/2012	55,989 33	55,989 33
767 00	#REORG/AON CORP STOCK MERGER AON PLC COM2G19A21 4/2/2012	35,895 60	35,895 60

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## Statement 19

Form 990-PF, Part II, Line 10a, 10b, &amp; 10c and 13

Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
447 00	#REORG/BLUE COAT CASH MERGER 2/15/2012	11,376 15	11,376 15
1,038 00	#REORG/COGDELL SPENCER INC CASH MERGER 4/3/2012	4,411 50	4,411 50
1,162 00	#REORG/COMPLETE PRODTN CSH AND STK MERGER SU	38,996 72	38,996 72
620 00	#REORG/CONSTELLATION STOCK MERGER EXELONCORP 2313162 3/13/2012	24,595 40	24,595 40
409 00	#REORG/DEMANDTEC INC COM NEW CASH MERGER2/15/2012	5,386 53	5,386 53
1,777 00	#REORG/EMCORE CORP REV STCK SPLT EMCORE CORP 2H1NAN1 2/15/2012	1,532 30	1,532 30
1,562 00	#REORG/EXPRESS SCRIPTS INC STOCK MERGER EXPRESS SCRIPTS 2H1RA21 4/3/2012	69,805 78	69,805 78
234 00	#REORG/HANSEN NAT CORP NAME CHANGE MONSTER BEVERAGE CORP 2F1EAU1 01/09/2012	21,560 76	21,560 76
742 00	#REORG/HEALTHSPRING INC CASH MERGER 1/30/2012	40,468 68	40,468 68
747 00	#REORG/HUDSON HIGHLAND NAME, CUSIP CHANGE HUDSON GLOBAL 2G1EAT1 4/30/2012	3,578 13	3,578 13
356 00	#REORG/INHIBITEX INC CASH MERGER 2/14/2012	3,894 64	3,894 64
1,138 00	#REORG/INTERFACE INC CL A RECLASSIFICATION INTERFACE INC COM 2G	13,132 52	13,132 52
211 00	#REORG/JAZZ PHARMACEUTICALS STOCK MERGERJAZZ PHARMACEUTICALS 2F1NA61 1/18/2012	8,150 93	8,150 93
2,070 00	#REORG/LIZ CLAIBORNE NAME CHANGE WITH CUSIP FIFTH & PAC COS 2G1CAW1 5/15/2012	17,864 10	17,864 10
846 00	#REORG/MAGMA DES#REORG/MAGMA DESIGN CASHMERGER 2/23/2012	6,074 28	6,074 28
657 00	#REORG/MCCORMICK & SCHMICKS CASH MERGER 1/4/2012	5,742 18	5,742 18
1,091 00	#REORG/MEDCO HEALTH CSH AND STK MERGER EXPRESS SCRIPTS 2H1RA21 4/2/2012	60,986 90	60,986 90
400 00	#REORG/MEDQUIST HLDGS NAME CHANGE WITH CUSIP CHANGE MMODAL INC 2F1XAS1 1/	3,848 00	3,848 00
1,275 00	#REORG/MICROMET CASH MERGER 3/8/2012	9,167 25	9,167 25
2,186 00	#REORG/MICROVISION REV STCK SPLT MICROVISION, INC 2H1GAM1 2/21/2012	787 17	787 17
737 00	#REORG/NETLOGIC MICROSYSTEMS INC COM CASH MERGER 2/17/2012	36,533 09	36,533 09
362 00	#REORG/NSTAR COM STOCK MERGER NORTHEAST 2663499 4/10/2012	16,999 52	16,999 52
554 00	#REORG/O'CHARLEYS INC COM CASH MERGER 5/10/2012	3,041 46	3,041 46
2,498 00	#REORG/OPENWAVE SYS INC NAME CHANGE WITHCUSIP OPENWARE SYSTEMS 2G1TAG1 05	3,946 84	3,946 84
388 00	#REORG/PHARMASSET INC COM CASH MERGER 1/18/2012	49,741 60	49,741 60
278 00	#REORG/RIGHTNOW TECHNOLOGIES CASH MERGER1/27/2012	11,878 94	11,878 94
631 00	#REORG/RSC HLDGS INC CASH MERGER 5/1/2012	11,673 50	11,673 50
453 00	#REORG/RUDDICK CORP NAME, CUSIP CHANGE HARRIS TEETER 2G1QAG1 4/2/2012	19,315 92	19,315 92
1,262 00	#REORG/S1 CORP COM CASH AND STK MERGER ACI WORLDWIDE 2034169 2/13/2012	12,077 34	12,077 34
96 00	#REORG/SONOSITE INC CASH MERGER 3/30/2012	5,170 56	5,170 56
378 00	#REORG/SOUTHERN UN STOCK MERGER ENERGY TRANSFER 2020107 3/26/2012	15,917 58	15,917 58
870 00	#REORG/SUCCESSFACTORS CASH MERGER 2/23/2012	34,686 90	34,686 90
342 00	#REORG/SYNOVIS LIFE TECHNOLOGIES CASH MERGER 2/15/2012	9,517 86	9,517 86
689 00	#REORG/TALEO CORP CASH MERGER 4/9/2012	26,657 41	26,657 41
781 00	#REORG/TEKELEC COM CASH MERGER 1/27/2012	8,536 33	8,536 33
375 00	#REORG/TELEPHONE RECLASSIFICATION TELEPHONE & DATA SYS INC COM STK 2F1YAR11-	9,708 75	9,708 75
361 00	#REORG/TEMPLE-INLAND INC CASH MERGER 2/13/2012	11,447 31	11,447 31
179 00	#REORG/THOMAS & BETTS CORP COM CASH MERGER 05-17-2012	9,773 40	9,773 40
820 00	#REORG/TIER TECHNOLOGIES NAME CHANGE OFFICIAL PMTS HLDGS 2F11A11 01/04/2012	3,575 20	3,575 20
289 00	#REORG/TOWER BANCORP MERGER ELECTION 3/1/2012	8,248 06	8,248 06
115 00	#REORG/TRANSATLANTIC CASH MERGER 3/6/2012	6,293 95	6,293 95
1,946 00	#REORG/U S GOLD CORP NAME CHANGE MCEWEN MNG 2F1GA11 1/27/2012	6,538 56	6,538 56
708 00	#REORG/UNISOURCE ENERGY CORP COM NAME CHANGE UNS ENERGY CORP COM 2G1AAV1 05	26,139 36	26,139 36
557 00	#REORG/UNITED FIRE STOCK MERGER UNITED FIRE GROUP 2H1PAG1 2/2/2012	11,240 26	11,240 26
498 00	#REORG/WCA WASTE CORP CASH MERGER 3/26/2012	3,241 98	3,241 98
568 00	#REORG/WINN DIXIE STORES INC CASH MERGER3/9/2012	5,327 84	5,327 84
615 00	1ST SOURCE CORP COM	15,577 95	15,577 95
773 00	1ST UTD BANCORP INC FLA COM STK	4,290 15	4,290 15
504 00	3D SYS CORP DEL COM NEW STK	7,257 60	7,257 60
2,033 00	3M CO COM	166,157 09	166,157 09
913 00	A123 SYS INC COM	1,469 93	1,469 93
770 00	AAR CORP COM	14,760 90	14,760 90
244 00	AARON'S INC CLASS A	6,509 92	6,509 92

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## Statement 19

Form 990-PF, Part II, Line 10a, 10b, &amp; 10c and 13

Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
508 00	ABAXIS INC COM	14,056 36	14,056 36
3,908 00	ABBOTT LABORATORIES, COMMON STOCK, NO PAR	219,746 84	219,746 84
4,213 00	ABBOTT LABORATORIES, COMMON STOCK, NO PAR	236,896 99	236,896 99
299 00	ABERCROMBIE & FITCH CO CL A	14,603 16	14,603 16
770 00	ABIOMED INC COM	14,221 90	14,221 90
915 00	ABM INDS INC COM	18,867 30	18,867 30
280 00	ABOVENET INC COM STK	18,202 80	18,202 80
1,042 00	ABRAXAS PETE CORP COM	3,438 60	3,438 60
473 00	ACACIA RESH CORP AR ACACIA TECHNOLOGIES COM AR ACACIA TECHNOLOGIES COM	17,269 23	17,269 23
925 00	ACADIA RLTY TR COM	18,629 50	18,629 50
120 00	ACCELRYX INC COM	806 40	806 40
2,089 00	ACCENTURE PLC SHS CL A NEW	111,197 47	111,197 47
701 00	ACCO BRANDS CORP COM	6,764 65	6,764 65
397 00	ACCRETIVE HEALTH INC COM STK	9,123 06	9,123 06
1,020 00	ACCURAY INC DEL COM	4,314 60	4,314 60
513 00	ACCURIDE CORP NEW COM NEW COM NEW	3,652 56	3,652 56
835 00	ACE LTD COM STK	58,550 20	58,550 20
861 00	ACETO CORP COM	5,940 90	5,940 90
504 00	ACHILLION PHARMACEUTICALS INC COM	3,840 48	3,840 48
328 00	ACI WORLDWIDE INC COM STK	9,393 92	9,393 92
286 00	ACME PACKET INC COM STOCK	8,840 26	8,840 26
433 00	ACORDA THERAPEUTICS INC COM	10,322 72	10,322 72
1,695 00	ACTIVE PWR INC COM	1,118 70	1,118 70
1,898 00	ACTIVISION BLIZZARD INC COM STK	23,383 36	23,383 36
1,129 00	ACTUANT CORP CL A NEW	25,617 01	25,617 01
1,382 00	ACTUATE CORP COM	8,098 52	8,098 52
493 00	ACUITY BRANDS INC COM	26,129 00	26,129 00
717 00	ACXIOM CORP COM	8,754 57	8,754 57
1,201 00	ADOBE SYS INC COM	33,952 27	33,952 27
7,890 00	ADR ABB LTD SPONSORED ADR	148,568 70	148,568 70
7,850 00	ADR ASML HOLDING NV NY REGISTERED SHS	328,051 50	328,051 50
2,437 00	ADR BHP BILLITON LTD SPONSORED ADR	172,125 31	172,125 31
4,294 00	ADR BHP BILLITON PLC SPONSORED ADR	250,726 66	250,726 66
46 00	ADR CHICAGO BRDG & IRON CO N V N Y REGISTRY SH NV	1,738 80	1,738 80
3,887 00	ADR CHINA LIFE INS CO LTD SPONSORED ADR REPSTG H SHS	143,702 39	143,702 39
6,680 00	ADR CREDIT SUISSE GROUP SPONSORED ADR ISIN US2254011081	156,846 40	156,846 40
3,995 00	ADR GLAXOSMITHKLINE PLC SPONSORED ADR	182,291 85	182,291 85
2,979 00	ADR HSBC HLDGS PLC SPONSORED ADR NEW	113,499 90	113,499 90
3,684 00	ADR ICICI BK LTD	97,368 12	97,368 12
4,147 00	ADR MINDRAY MED INTL LTD SPONSORED ADR REPSTG CL A	106,329 08	106,329 08
892 00	ADR MITSUI & CO LTD ADR ISIN #US6068272029	276,074 00	276,074 00
3,080 00	ADR NESTLE S A SPONSORED ADR REPSTG REG SH	177,746 80	177,746 80
3,666 00	ADR NOVARTIS AG	209,585 22	209,585 22
5,874 00	ADR NOVARTIS AG	335,816 58	335,816 58
15,070 00	ADR RECKITT BENCKISER GROUP PLC ADR ADR	148,288 80	148,288 80
11,260 00	ADR REPSOL YPF S A SPONSORED ADR	343,542 60	343,542 60
8,615 00	ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104	366,568 25	366,568 25
5,047 00	ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS	383,622 47	383,622 47
8,560 00	ADR SABMILLER PLC SPONSORED ADR	300,028 00	300,028 00
3,230 00	ADR SAP AG SPONSORED ADR	171,028 50	171,028 50
6,840 00	ADR TENCENT HLDGS LTD ADR	137,757 60	137,757 60
6,320 00	ADR TEVA PHARMACEUTICAL INDS	255,075 20	255,075 20
5,978 00	ADR UNILEVER N V NEW YORK SHS NEW	205,463 86	205,463 86

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
5,993 00	ADR VEOLIA ENVIRONNEMENT SPONSORED ADR	66,222 65	66,222 65
5,306 00	ADR VODAFONE GROUP PLC NEW SPONSORED ADR	148,727 18	148,727 18
11,190 00	ADR VODAFONE GROUP PLC NEW SPONSORED ADR	313,655.70	313,655 70
1,001 00	ADTRAN INC COM	30,190 16	30,190 16
22 00	ADVANCE AUTO PTS INC COM	1,531 86	1,531 86
810 00	ADVANCED ENERGY INDS INC COM	8,691 30	8,691 30
1,898 00	ADVANCED MICRO DEVICES, INC , COMMON STOCK, \$ 01 PAR	10,249 20	10,249 20
610 00	ADVENT SOFTWARE INC COM STK	14,859.60	14,859 60
390 00	ADVISORY BRD CO COM	28,941 90	28,941 90
322 00	AECOM TECHNOLOGY CORP DELAWARE COM	6,623 54	6,623 54
393 00	AEGION CORP 10	6,028.62	6,028 62
976 00	AEROPOSTALE COM	14,884 00	14,884 00
316 00	AEROVIRONMENT INC COM	9,944 52	9,944 52
1,516 00	AES CORP COMMON STOCK	17,949 44	17,949 44
852 00	AETNA INC	35,945 88	35,945 88
130 00	AFC ENTERPRISES INC COM	1,911 00	1,911 00
141 00	AFFILIATED MANAGERS GROUP INC COM STK	13,528 95	13,528 95
366 00	AFFYMAX INC COM	2,419 26	2,419 26
1,605 00	AFFYMETRIX INC OC-CAP STK	6,564 45	6,564 45
1,388 00	AFLAC INC COMMON STOCK	60,044 88	60,044 88
315 00	AGCO CORP COMMON STOCK	13,535 55	13,535 55
1,166 00	AGILENT TECHNOLOGIES INC COM	40,728 38	40,728 38
242 00	AGL RES INC COM	10,226 92	10,226 92
386 00	AGL RES INC COM	16,312 36	16,312 36
143 00	AIR METHODS CORP COM NEW COM NEW	12,076 35	12,076 35
421.00	AIR PRODUCTS AND CHEMICALS, INC , COMMON STOCK, \$1 PAR	35,864 99	35,864 99
1,916 00	AIR TRANS SVCS GROUP INC COM STK	9,043 52	9,043 52
1,096 00	AIRCASTLE LIMITED COM STK	13,941 12	13,941 12
277 00	AIRGAS INC COM	21,628 16	21,628 16
601 00	AKAMAI TECHNOLOGIES INC COM STOCK	19,400 28	19,400 28
684 00	AKORN INC COM	7,606 08	7,606 08
458 00	ALASKA AIR GROUP INC COM	34,391 22	34,391 22
262 00	ALASKA COMMUNICATIONS SYS GROUP INC COM ISIN US01167P1012	788 62	788 62
654 00	ALBANY INTL CORP NEW CL A	15,120 48	15,120 48
311 00	ALBEMARLE CORP COM	16,019 61	16,019 61
3,022.00	ALCOA INC COM STK	26,140 30	26,140 30
268 00	ALERE INC COM	6,188 12	6,188 12
140 00	ALEXANDER & BALDWIN INC COM	5,714 80	5,714 80
16 00	ALEXANDERS INC COM REIT FUND	5,920 48	5,920 48
140 00	ALEXANDRIA REAL ESTATE EQUITIES INC COM	9,655 80	9,655 80
546 00	ALEXION PHARMACEUTICALS INC COM	39,039 00	39,039 00
644 00	ALIGN TECHNOLOGY INC COM	15,278 90	15,278 90
1,055 00	ALKERMES PLC SHS	18,314 80	18,314 80
19 00	ALLEGHANY CORP DELAWARE COMMON STOCK	5,420 51	5,420 51
91 00	ALLEGHENY TECHNOLOGIES INC COM	4,349 80	4,349 80
333 00	ALLEGHENY TECHNOLOGIES INC COM	15,917 40	15,917 40
306 00	ALLEGIANTRAVEL CO COM	16,322 04	16,322 04
1,035 00	ALLERGAN INC COM STOCK	90,810 90	90,810 90
528 00	ALLETE INC COM NEW	22,165 44	22,165 44
198 00	ALLIANCE DATA SYS CORP COM	20,560 32	20,560 32
225 00	ALLIANCE FINL CORP COM	6,948 00	6,948 00
1,142 00	ALLIANCE ONE INTL INC COM	3,106.24	3,106 24
430 00	ALLIANT ENERGY CORP COM	18,967 30	18,967 30

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

<u>Quantity</u>	<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
113 00	ALLIANT TECHSYSTEMS INC COM	6,459 08	6,459 08
304 00	ALLIED NEV GOLD CORP COM STK	9,205 12	9,205 12
148 00	ALLIED WORLD ASSURANCE COMPANYHOLDINGS AG COMMON STOCK	9,313 64	9,313 64
213 00	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	4,034 22	4,034 22
1,026 00	ALLSTATE CORP COMMON STOCK	28,122 86	28,122 66
130 00	ALMOST FAMILY INC COM	2,155 40	2,155 40
350 00	ALNYLAM PHARMACEUTICALS INC COM	2,852 50	2,852 50
931 00	ALPHA & OMEGA SEMICONDUCTOR LTD COM STK	6,805 61	6,805 61
669 00	ALPHA NAT RES INC COM STK	13,667 67	13,667 67
997 00	ALTERA CORP COM	36,988 70	36,988 70
988 00	ALTERRA CAPITAL HOLDINGS INC COM USD0 01	23,346 44	23,346 44
343 00	ALTRA HLDGS INC COM	6,458 69	6,458 69
5,401 00	ALTRIA GROUP INC COM	160,139 65	160,139 65
20,719 00	ALTRIA GROUP INC COM	614,318 35	614,318 35
1,022 00	AMAZON COM INC COM	176,908 20	176,908 20
7,398 00	AMBAC FINANCIAL GROUP COMMON STK	167 19	167 19
558 00	AMBASSADORS GROUP INC COM	2,516 58	2,516 58
199 00	AMC NETWORKS INC CL A	7,478 42	7,478 42
209 00	AMCOL INTL CORP COM	5,611 65	5,611 65
657 00	AMDOCS ORD GBP0 01	18,744 21	18,744 21
545 00	AMEDISYS INC COM	5,945 95	5,945 95
109 00	AMERCO COM	9,635 60	9,635 60
726 00	AMEREN CORP COMMON STOCK	24,052 38	24,052 38
769 00	AMERICAN AXLE & MANUFACTURING HOLDINGS INC	7,605 41	7,605 41
1,039 00	AMERICAN CAMPUS CMNTYS INC COM	43,596 44	43,596 44
215 00	AMERICAN CAP AGY CORP COM REIT FUND	6,037 20	6,037 20
527 00	AMERICAN CAP AGY CORP COM REIT FUND	14,798 16	14,798 16
1,188 00	AMERICAN CAP LTD COM STK	7,995 24	7,995 24
622 00	AMERICAN EAGLE OUTFITTERS INC NEW COM	9,510 38	9,510 38
1,620 00	AMERICAN ELECTRIC POWER CO , INC , COMMON STOCK, \$6 50 PAR	66,922 20	66,922 20
371 00	AMERICAN EQUITY INVT LIFE HLDG CO COM	3,858 40	3,858 40
2,990 00	AMERICAN EXPRESS CO , COMMON STOCK, \$ 60PAR	141,038 30	141,038 30
9,627 00	AMERICAN EXPRESS CO , COMMON STOCK, \$ 60PAR	454,105 59	454,105 59
226 00	AMERICAN FINL GROUP INC OHIO COM STK	8,337 14	8,337 14
429 00	AMERICAN GREETINGS CORP , CLASS A, COMMON STOCK, \$1 PAR	5,366 79	5,366 79
1,255 00	AMERICAN INTERNATIONAL GROUP INC COM	29,116 00	29,116 00
55 00	AMERICAN NATIONAL INSURANCE CO , COMMON STOCK, \$1 PAR	4,016 65	4,016 65
188 00	AMERICAN PUB ED INC COM STK	8,136 64	8,136 64
864 00	AMERICAN REPROGRAPHICS CO COM	3,965 76	3,965 76
208 00	AMERICAN SCIENCE & ENGR INC COM	14,166 88	14,166 88
978 00	AMERICAN SOFTWARE INC CL A	9,242 10	9,242 10
368 00	AMERICAN STS WTR CO COM	12,843 20	12,843 20
1,282 00	AMERICAN SUPERCONDUCTOR CORP SHS	4,730 58	4,730 58
323 00	AMERICAN WOODMARK CORP COM	4,412 18	4,412 18
791 00	AMERICAN WTR WKS CO INC NEW COM	25,201 26	25,201 26
308 00	AMERICAS CAR-MART INC COM	12,067 44	12,067 44
277 00	AMERIGON INC COM	3,950 02	3,950 02
166 00	AMERIGROUP CORP COM	9,807 28	9,807 28
745 00	AMERIPRISE FINL INC COM	36,981 80	36,981 80
580 00	AMERIS BANCORP COM	5,962 40	5,962 40
581 00	AMERISAFE INC COM	13,508 25	13,508 25
1,026 00	AMERISOURCEBERGEN CORP COM	38,156 94	38,156 94
536 00	AMERISTAR CASINOS INC COM STK USD0 01	9,267 44	9,267 44



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Quantity	Description	Book Value	Fair Market Value
526 00	AMETEK INC NEW COM	22,144 60	22,144 60
2,731 00	AMGEN INC COMMON STOCK	175,357 51	175,357 51
2,174 00	AMKOR TECHNOLOGY INC COM	9,478 64	9,478 64
743 00	AMN HEALTHCARE SVCS INC COM	3,291 49	3,291 49
235 00	AMPCO-PITTSBURG CORP COM	4,544 90	4,544 90
582 00	AMPHENOL CORP NEW CL A	26,416 98	26,416 98
1,244 00	AMR CORP , COMMON STOCK, \$1 PAR	435 40	435 40
224 00	AMSURG CORP COM	5,832 96	5,832 96
693 00	AMTRUST FINL SVCS INC COM	16,458 75	16,458 75
527 00	AMYLIN PHARMACEUTICALS INC COM	5,997.26	5,997 26
142 00	AMYRIS INC FORMERLY AMYRIS BIOTECHNOLOGIES INC TO 06/21/2010 COM	1,638 68	1,638 68
1,385 00	ANADARKO PETROLEUM CORP, COMMON STOCK	105,717 05	105,717 05
1,602 00	ANADIGICS INC COM	3,508 38	3,508 38
990 00	ANALOG DEVICES, INC , COMMON STOCK, \$ 16 2/3 PAR	35,422 20	35,422 20
293 00	ANALOGIC CORP COM PAR \$0 05	16,794 76	16,794 76
474 00	ANAREN INC COM	7,877 88	7,877 88
562 00	ANCESTRY COM INC COM	12,903 52	12,903 52
186 00	ANDERSONS INC COM	8,120 76	8,120 76
627 00	ANGIODYNAMICS INC COM STK	9,285 87	9,285 87
312 00	ANIXTER INTL INC COM	18,607 68	18,607 68
696 00	ANN INC COM	17,246.88	17,246 88
3,346 00	ANNALY CAPITAL MANAGEMENT INC COM	53,402.16	53,402 16
298 00	ANSYS INC COM	17,069 44	17,069 44
2,022 00	ANWORTH MTG ASSET CORP COM	12,698 16	12,698 16
369 00	AOL INC COM STK	5,571 90	5,571 90
1,139 00	APACHE CORP , COMMON STOCK, \$1 25 PAR	103,170 62	103,170 62
671 00	APOGEE ENTERPRISES INC , COMMON STOCK \$ 33-1/3 PAR	8,226 46	8,226 46
765 00	APOLLO COML REAL ESTATE FIN INC COM	10,044 45	10,044 45
74 00	APOLLO GROUP INC CL A	3,986 38	3,986 38
2,205 00	APOLLO INVT CORP COM SH BEN INT	14,200 20	14,200 20
4,277 00	APPLE INC COM STK	1,732,185 00	1,732,185 00
398 00	APPLIED INDL TECHNOLOGIES INC COM	13,997 66	13,997 66
2,872 00	APPLIED MATERIALS, INC , COMMON STOCK, \$ 01 PAR	30,759 12	30,759 12
1,319 00	APPLIED MICRO CIRCUITS CORP COM NEW STK	8,863 68	8,863 68
223 00	APPROACH RES INC COM STK	6,558.43	6,558 43
211 00	APTARGROUP INC COMMON STOCK \$0 01 PAR	11,007 87	11,007 87
461 00	AQUA AMER INC COM	10,165.05	10,165 05
341 00	ARBITRON INC COM	11,733 81	11,733 81
531 00	ARCH CAPITAL GROUP COM STK	19,769 13	19,769 13
491 00	ARCH COAL INC COM	7,124 41	7,124 41
1,833 00	ARCHER-DANIELS-MIDLAND CO , COMMON STOCKNO PAR	52,423 80	52,423 80
387 00	ARDEA BIOSCIENCES INC COM STK	6,505 47	6,505 47
1,122 00	ARES CAP CORP COM	17,334 90	17,334 90
221 00	ARGO GROUP INTERNATIONAL HOLDINGS COM STK	6,400 16	6,400 16
1,626 00	ARIAD PHARMACEUTICALS INC COM	19,918 50	19,918 50
333 00	ARIBA INC COM NEW	9,350 64	9,350 64
178 00	ARKANSAS BEST CORP DEL COM	3,430 06	3,430 06
851.00	ARMOUR RESIDENTIAL REIT INC COM	5,999.55	5,999 55
1,179 00	ARQULE INC COM	6,649 56	6,649 56
1,593 00	ARRAY BIOPHARMA INC COM	3,440 88	3,440 88
1,324 00	ARRIS GROUP INC COM	14,325 68	14,325 68
407 00	ARROW ELECTRONICS, INC , COMMON STOCK, \$1 PAR	15,225 87	15,225 87
431 00	ARROW FINL CORP COM	10,102 64	10,102 64

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Quantity	Description	Book Value	Fair Market Value
276 00	ARTHROCARE CORP COM	8,743 68	8,743 68
466 00	ARTIO GLOBAL INVS INC COM CL A COM CL A	2,274 08	2,274 08
989 00	ARUBA NETWORKS INC COM	18,316 28	18,316 28
224 00	ASBURY AUTOMOTIVE GROUP INC COM	4,829 44	4,829 44
760 00	ASCENA RETAIL GROUP INC COM	22,587 20	22,587 20
183 00	ASCENT CAP GROUP INC COM SER A STK	9,281 76	9,281 76
335 00	ASHFORD HOSPITALITY TR INC COM SHS	2,680 00	2,680 00
252 00	ASHLAND INC NEW COM	14,404 32	14,404 32
101 00	ASIAINFO-LINKAGE INC COM STK ISIN# US04518A1043	782 75	782 75
281 00	ASPEN INSURANCE HLDGS COM	7,446 50	7,446 50
797 00	ASPEN TECHNOLOGY INC COM	13,827 95	13,827 95
400 00	ASSOCIATED BANC-CORP , COMMON STOCK, \$1 PAR	4,468 00	4,468 00
301 00	ASSOCIATED ESTATES RLTY CORP COM	4,800 95	4,800 95
497 00	ASSURED GUARANTY LTD COMMON STK	6,530 58	6,530 58
361 00	ASTEC INDS INC COM	11,627 81	11,627 81
11 00	ASTEX PHARMACEUTICALS INC COM USD0 001	20 79	20 79
1,702 00	ASTORIA FINL CORP COMMON STOCK	14,449 98	14,449 98
10,812 00	AT&T INC COM	326,954 88	326,954 88
14,225 00	AT&T INC COM	430,164 00	430,164 00
16,845 00	AT&T INC COM	509,392 80	509,392 80
367 00	ATHENAHEALTH INC COM MON STOCK	18,027 04	18,027 04
229 00	ATLANTIC TELE-NETWORK INC COM NEW	8,942 45	8,942 45
331 00	ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK	12,720 33	12,720 33
1,341 00	ATMEL CORP COMMON STOCK	10,862 10	10,862 10
181 00	ATMI INC COM	3,625 43	3,625 43
200 00	ATMOS ENERGY CORP COM	6,670 00	6,670 00
786 00	ATP OIL & GAS CORP COM	5,784 96	5,784 96
201 00	ATWOOD OCEANICS INC COM	7,997 79	7,997 79
776 00	AUTODESK INC , COMMON STOCK	23,536 08	23,536 08
290 00	AUTOLIV INC COM STK	15,512 10	15,512 10
1,724 00	AUTOMATIC DATA PROCESSING INC COM	93,113 24	93,113 24
289 00	AUTONATION INC COM	10,655 43	10,655 43
690 00	AUTOZONE INC COMMON STOCK	224,229 30	224,229 30
441 00	AUXILIUM PHARMACEUTICALS INC COM	8,789 13	8,789 13
477 00	AVAGO TECHNOLOGIES LTD	13,766 22	13,766 22
272 00	AVALONBAY CMNTYS REIT	35,523 20	35,523 20
2,253 00	AVANIR PHARMACEUTICALS INC	4,618 65	4,618 65
337 00	AVEO PHARMACEUTICALS INC COM STK	5,796 40	5,796 40
383 00	AVERY DENNISON CORP COMMON STOCK	10,984 44	10,984 44
3,165 00	AVI BIOPHARMA INC COM	2,357 92	2,357 92
1,584 00	AVIAT NETWORKS INC COM	2,898 72	2,898 72
268 00	AVID TECHNOLOGY INC COM	2,286 04	2,286 04
1,315 00	AVIS BUDGET GROUP INC COM STK	14,096 80	14,096 80
1,088 00	AVISTA CORP COM ISIN # US05379B1070	28,016 00	28,016 00
514 00	AVNET, INC , COMMON STOCK, \$1 PAR	15,980 26	15,980 26
893 00	AVON PRODUCTS INC COM USD0 25	15,600 71	15,600 71
1,334 00	AXCELIS TECHNOLOGIES INC COM STK ISIN# US0545401095	1,774 22	1,774 22
405 00	AXT INC COM	1,688 85	1,688 85
286 00	AZZ INC COM	12,995 84	12,995 84
970 00	B & G FOODS INC COMMON STOCK	23,347 90	23,347 90
388 00	BABCOCK & WILCOX CO NEW COM STK	9,366 32	9,366 32
1,223 00	BAKER HUGHES INC , COMMON STOCK	59,486 72	59,486 72
188 00	BAKER MICHAEL CORP COM	3,686 68	3,686 68

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Quantity	Description	Book Value	Fair Market Value
272 00	BALCHEM CORP COM	11,026 88	11,026 88
413 00	BALDWIN & LYONS INC CL B	9,003 40	9,003 40
3,165 00	BALL CORP , COMMON STOCK, \$2 50 PAR	113,022 15	113,022 15
640 00	BALL CORP , COMMON STOCK, \$2 50 PAR	22,854 40	22,854 40
5 00	BALLY TECHNOLOGIES INC COM STK	197 80	197 80
752 00	BALTIC TRADING LIMITED COM STK	3,572 00	3,572 00
739 00	BANCO LATINOAMERICANO DE COMERCIO EXTERIOR SA	11,860 95	11,860 95
732 00	BANCORPSOUTH INC COM	8,066 64	8,066 64
244 00	BANCORPSOUTH INC COM	2,688 88	2,688 88
163 00	BANK HAWAII CORP COM	7,251 87	7,251 87
287 00	BANK MARIN BANCORP COM STK	10,788 33	10,788 33
168 00	BANK MONTREAL QUE COM	9,208 08	9,208 08
3,458 00	BANK NEW YORK MELLON CORP COM STK	68,848 78	68,848 78
28,603 00	BANK OF AMERICA CORP	159,032 68	159,032 68
456 00	BANK OF THE OZARKS INC COM	13,511 28	13,511 28
930 00	BANKFINANCIAL CORP COM	5,133 60	5,133 60
209 00	BANNER CORP COM NEW COM NEW	3,584 35	3,584 35
232 00	BARNES & NOBLE INC COM	3,359 36	3,359 36
127 00	BARNES & NOBLE INC COM	1,838 96	1,838 96
927 00	BARNES GROUP INC COM	22,349 97	22,349 97
693 00	BARRETT BILL CORP COM STK	23,610 51	23,610 51
297 00	BASIC ENERGY SVCS INC NEW COM	5,850 90	5,850 90
1,421 00	BAXTER INTL INC COMMON STOCK	70,311 08	70,311 08
1,413 00	BB&T CORP COM	35,565 21	35,565 21
235 00	BBCN BANCORP INC COM	2,220 75	2,220 75
249 00	BE AEROSPACE INC COM	9,638 79	9,638 79
416 00	BEACON ROOFING SUPPLY INC COM	8,415 68	8,415 68
511 00	BEAM INC	26,178 53	26,178 53
584 00	BEAZER HOMES USA INC COM	1,448 32	1,448 32
399 00	BECTON, DICKINSON AND CO , COMMON STOCK,\$1 PAR	29,813 28	29,813 28
4,755 00	BED BATH BEYOND INC COM	275,647 35	275,647 35
519 00	BELDEN INC COM	17,272 32	17,272 32
1,168 00	BELO CORP	7,358 40	7,358 40
399 00	BEMIS CO , INC , COMMON STOCK, \$10 PAR	12,001 92	12,001 92
541 00	BENCHMARK ELECTRS INC COM	7,287 27	7,287 27
654 00	BENEFICIAL MUT BANCORP INC COM STK	5,467 44	5,467 44
457 00	BERKLEY W R CORP COM	15,716 23	15,716 23
4,930 00	BERKSHIRE HATHAWAY INC-CL B	376,159 00	376,159 00
46 00	BERKSHIRE HILLS BANCORP INC COM	1,020 74	1,020 74
596 00	BERRY PETE CO CL A CL A	25,043 92	25,043 92
620 00	BEST BUY, INC , COMMON STOCK	14,489 40	14,489 40
457 00	BGC PARTNERS INC CL A CL A	2,714 58	2,714 58
632 00	BIG 5 SPORTING GOODS CORP COM	6,598 08	6,598 08
4 00	BIG LOTS INC COM	151 04	151 04
33 00	BIGLARI HLDGS INC CL A COM	12,151 92	12,151 92
67 00	BIO RAD LABS INC CL A	6,434 68	6,434 68
690 00	BIOGEN IDEC INC COM STK	75,934 50	75,934 50
570 00	BIOMARIN PHARMACEUTICAL INC COM ISIN CH0008107010	19,596 60	19,596 60
1,951 00	BIOMED RLTY TR INC COM	35,274 08	35,274 08
620 00	BIO-REFERENCE LABS INC COM PAR \$0 01 NEW	10,087 40	10,087 40
1,186 00	BIOSANTE PHARMACEUTICALS INC COM NEW COMNEW	595 49	595 49
1,131 00	BIOSCRIP INC COM	6,175 26	6,175 26
206 00	BJS RESTAURANTS INC COM	9,335 92	9,335 92

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Quantity	Description	Book Value	Fair Market Value
75 00	BLACK BOX CORP DEL COM	2,103 00	2,103 00
219 00	BLACK HILLS CORP COM	7,354 02	7,354 02
419 00	BLACKBAUD INC COM	11,606 30	11,606 30
261 00	BLACKROCK INC COM STK	46,520 64	46,520 64
595 00	BLACKROCK KELSO CAP CORPORATION COM STK	4,855 20	4,855 20
1,154 00	BLOCK, H & R, INC, COMMON STOCK, NO PAR	18,844 82	18,844 82
913 00	BLOUNT INTL INC NEW COM	13,256 76	13,256 76
283 00	BLUE NILE INC COM	11,569 04	11,569 04
153 00	BLYTH INC COM NEW COM NEW	8,690 40	8,690 40
629 00	BMC SOFTWARE INC COM STK	20,618 62	20,618 62
157 00	BOB EVANS FARMS INC COM	5,265 78	5,265 78
2,187 00	BOEING CO COM	160,416 45	160,416 45
1,683 00	BOISE INC COM STK	11,982 96	11,982 96
222 00	BOK FINL CORP COM NEW	12,194 46	12,194 46
1,726 00	BORDERS GROUP INC COM STK	12 94	12 94
396 00	BORG WARNER INC COM	25,241 04	25,241 04
74 00	BOSTON BEER INC CL A CL A	8,033 44	8,033 44
551 00	BOSTON PPTYS INC	54,879 60	54,879 60
1,731 00	BOSTON PRIVATE FINL HLDGS INC COM	13,744 14	13,744 14
5,118 00	BOSTON SCIENTIFIC CORP COM	27,330 12	27,330 12
322 00	BOTTOMLINE TECHNOLOGIES DEL INC COM	7,460 74	7,460 74
287 00	BOYD GAMING CORP COM	2,141 02	2,141 02
1,534 00	BPZ RESOURCE INC	4,356 56	4,356 56
483 00	BRADY CORP CL A	15,248 31	15,248 31
672 00	BRANDYWINE RLTY TR SH BEN INT NEW REIT	6,384 00	6,384 00
211 00	BRE PPTYS INC COM CL A	10,651 28	10,651 28
487 00	BRIDGEPOINT ED INC COM	11,201 00	11,201 00
991 00	BRIGGS & STRATTON CORP, CAPITAL STOCK, \$3 PAR	15,350 59	15,350 59
1,024 00	BRIGHTPOINT INC COM NEW	11,018 24	11,018 24
347 00	BRINKER INTL INC COM	9,285 72	9,285 72
798 00	BRINKS CO COM STOCK	21,450 24	21,450 24
155 00	BRINKS CO COM STOCK	4,166 40	4,166 40
4,761 00	BRISTOL MYERS SQUIBB CO COMMON STOCK	167,777 64	167,777 64
5,319 00	BRISTOL MYERS SQUIBB CO COMMON STOCK	187,441 56	187,441 56
8,394 00	BRISTOL MYERS SQUIBB CO COMMON STOCK	295,804 56	295,804 56
580 00	BRISTOW GROUP INC COM	27,486 20	27,486 20
1,670 00	BROADCOM CORP CL A	49,031 20	49,031 20
477 00	BROADRIDGE FINL SOLUTIONS INC COM STK	10,756 35	10,756 35
237 00	BROADSOFT INC COM	7,157 40	7,157 40
1,135 00	BROCADE COMMUNICATIONS SYS INC COM NEW STK	5,890 65	5,890 65
642 00	BROOKS AUTOMATION INC COM	6,593 34	6,593 34
397 00	BROWN & BROWN INC COM	8,984 11	8,984 11
419 00	BROWN SHOE CO INC COM	3,729 10	3,729 10
307 00	BROWN-FORMAN INC, CLASS B, NON-VOTING COMMON STOCK, \$ 30 PAR	24,716 57	24,716 57
575 00	BRUKER CORP	7,141 50	7,141 50
1,135 00	BRUNSWICK CORP., COMMON STOCK NO PAR	20,498 10	20,498 10
436 00	BUCKEYE TECHNOLOGIES INC COM	14,579 84	14,579 84
272 00	BUCKLE INC COM	11,116 64	11,116 64
185 00	BUFFALO WILD WINGS INC COM STK	12,489 35	12,489 35
386 00	BUNGE LIMITED	22,079 20	22,079 20
331 00	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	23,097 18	23,097 18
49 00	C R BARD	4,189 50	4,189 50
10,052 00	C&J ENERGY SVCS INC COM MON STOCK	210,388 36	210,388 36

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
1,335 00	CA INC COM	26,987 02	26,987 02
794 00	CABELAS INC COM STK	20,183 48	20,183 48
797 00	CABLEVISION SYS CORP CL A COM STK	11,333 34	11,333 34
398 00	CABOT CORP , COMMON STOCK, \$1 PAR	12,791 72	12,791 72
466 00	CABOT MICROELECTRONICS CORP COM	22,018 50	22,018 50
353 00	CABOT OIL & GAS CORP COM	26,792 70	26,792 70
321 00	CACI INTL INC CL A CL A	17,950 32	17,950 32
758 00	CADENCE DESIGN SYS INC COM	7,883 20	7,883 20
397 00	CADENCE PHARMACEUTICALS INC COM	1,568 15	1,568 15
281 00	CADIZ INC COM NEW STK	2,706 03	2,706 03
1,680 00	CAL DIVE INTL INC DEL COM	3,780 00	3,780 00
331 00	CAL MAINE FOODS INC COM NEW STK	12,104.67	12,104 67
477 00	CALAMOS ASSET MGMT INC CL A COM STK	5,967.27	5,967 27
391 00	CALAVO GROWERS INC COM	10,040 88	10,040 88
1,089 00	CALGON CARBON CORP COM	17,108 19	17,108 19
782 00	CALIFORNIA WTR SVC GROUP COM	14,279 32	14,279 32
372 00	CALIX NETWORKS INC COMMON STOCK	2,406 84	2,406 84
351 00	CALLAWAY GOLF CO COMMON STOCK	1,941 03	1,941 03
1,138 00	CALPINE CORP COM NEW STK	18,583 54	18,583 54
1,214 00	CAMBREX CORP COM	8,716 52	8,716 52
277 00	CAMDEN NATL CORP COM	9,030 20	9,030 20
199 00	CAMDEN PPTY TR SH BEN INT	12,385 76	12,385 76
738 00	CAMERON INTL CORP COM STK	36,302 22	36,302 22
388 00	CAMPUS CREST CMNTYS INC COM	3,903 28	3,903 28
41 00	CANTEL MEDICAL CORP COM	1,145 13	1,145 13
290 00	CAPELLA ED CO COM	10,454 50	10,454 50
1,138.00	CAPITAL ONE FINANCIAL COMMON STOCK	48,126 02	48,126 02
85 00	CAPITAL SOUTHWEST CORP COM STK	6,931 75	6,931 75
1,025 00	CAPITALSOURCE INC REIT	6,867 50	6,867 50
1,145 00	CAPLEASE INC COM	4,625 80	4,625 80
1,264 00	CAPSTEAD MTG CORP COM NO PAR COM NO PAR	15,724 16	15,724 16
72 00	CARBO CERAMICS INC COM	8,879 76	8,879 76
1,043 00	CARDINAL FINL CORP COM	11,201 82	11,201 82
1,224 00	CARDINAL HEALTH INC	49,706 64	49,706 64
550 00	CARDIONET INC COM STK	1,303 50	1,303 50
631 00	CARDTRONICS INC COM STK	22,486 86	22,486 86
249 00	CAREER EDUCATION C COM USD0 01	1,984 53	1,984 53
612 00	CAREFUSION CORP COM	15,550 92	15,550 92
208 00	CARLISLE COMPANIES INC COMMON STOCK \$1 00 PAR	9,214 40	9,214 40
749 00	CARMAX INC COM	22,829 52	22,829 52
1,489 00	CARNIVAL CORP COM PAIRED	48,600 96	48,600 96
555 00	CARRIZO OIL & GAS INC COM	14,624 25	14,624 25
667 00	CARTER INC FORMERLY CARTER HLDGS INC TO 09/13/2003 COM	26,553 27	26,553 27
63 00	CASCADE CORP COM	2,971 71	2,971 71
756 00	CASELLA WASTE SYS INC CL A COM STK	4,838 40	4,838 40
444 00	CASEYS GEN STORES INC COM	22,870 44	22,870 44
302 00	CASH AMER INVTS INC COM	14,082 26	14,082 26
278 00	CASS INFORMATION SYS INC COM	10,116 42	10,116 42
202 00	CATALYST HEALTH SOLUTIONS INC COM STK	10,504 00	10,504 00
1,791 00	CATERPILLAR INC , COMMON STOCK, NO PAR	162,264 60	162,264 60
4,968 00	CATERPILLAR INC , COMMON STOCK, NO PAR	450,100 80	450,100 80
845 00	CATHAY GENERAL BANCORP INC COM	12,615 85	12,615 85
650 00	CATO CORP NEW CL A CL A	15,730 00	15,730 00

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

<u>Quantity</u>	<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
34 00	CAVCO INDS INC DEL COM STK	1,362 04	1,362 04
818 00	CAVIUM INC COM	23,255 74	23,255 74
461 00	CBeyond, INC	3,692 61	3,692 61
1,769 00	CBL & ASSOC PPTYS INC COM	27,773 30	27,773 30
744 00	CBRE GROUP INC CL A CL A	11,323 68	11,323 68
1,853 00	CBS CORP NEW CL B	50,290 42	50,290 42
141 00	CEC ENTMT INC COM	4,857 45	4,857 45
1,076 00	CEDAR REALTY TRUST INC	4,637 56	4,637 56
835 00	CELADON GROUP INC COM	9,861 35	9,861 35
542 00	CELANESE CORP DEL COM SER A STK	23,994 34	23,994 34
4,476.00	CELGENE CORP COM	302,577 60	302,577 60
2,123 00	CELL THERAPEUTICS INC COM NO PAR NEW	2,462 68	2,462 68
536 00	CENTENE CORP DEL COM	21,220 24	21,220 24
12,891 00	CENTERPOINT ENERGY INC COM	258,980 19	258,980 19
1,187 00	CENTERPOINT ENERGY INC COM	23,846 83	23,846 83
486 00	CENTERSTATE BANKS INC	3,217 32	3,217 32
1,835 00	CENTRAL EUROPEAN DISTR CORP COM STK	8,028 12	8,028 12
416 00	CENTRAL EUROPEAN MEDIA ENTERPRISES CENTRAL EUROPEAN MEDIA ENTERPRISES LTD NE	2,712 32	2,712 32
282 00	CENTRAL GARDEN & PET CO CL A NON-VTG STK	2,346 24	2,346 24
905 00	CENTURY ALUM CO COM	7,701 55	7,701 55
118 00	CENTURYLINK INC COM	4,389 60	4,389 60
1,857 00	CENTURYLINK INC COM	69,080 40	69,080 40
1,348 00	CENVEO INC COM	4,583 20	4,583 20
761 00	CEPHEID INC COM	26,186 01	26,186 01
326 00	CERADYNE INC DEL COM	8,730 28	8,730 28
456 00	CERNER CORP COM	27,930 00	27,930 00
292 00	CEVA INC COM	8,835 92	8,835 92
195 00	CF INDS HLDGS INC COM	28,271 10	28,271 10
225 00	CHARLES RIV LABORATORIES INTL INC COM	6,149 25	6,149 25
1,141 00	CHARMING SHOPPES INC COMMON STOCK \$ 10 PAR	5,590 90	5,590 90
368 00	CHART INDS INC COM PAR \$0.01 COM PAR \$0 01	19,897 76	19,897 76
491 00	CHATHAM LODGING TR COM	5,292 98	5,292 98
352 00	CHECKPOINT SYS INC COM STK USD0 10	3,850 88	3,850 88
745 00	CHEESECAKE FACTORY INC COM	21,865 75	21,865 75
956 00	CHELSEA THERAPEUTICS INTL LTD COM STK	4,904 28	4,904 28
207 00	CHEMED CORP NEW COM	10,600 47	10,600 47
564 00	CHEMICAL FINL CORP COM	12,024 48	12,024 48
609 00	CHEMTURA CORP COM NEW STOCK	6,906 06	6,906 06
733 00	CHENIERE ENERGY INC COM NEW	6,369 77	6,369 77
1,855 00	CHESAPEAKE ENERGY CORP COM	41,347 95	41,347 95
5,762.00	CHEVRON CORP COM	613,076 80	613,076 80
5,681 00	CHEVRON CORP COM	604,458 40	604,458 40
2,435 00	CHEVRON CORP COM	259,084 00	259,084 00
603 00	CHICOS FAS INC COM	6,717 42	6,717 42
475 00	CHILDRENS PL RETAIL STORES INC COM	25,232 00	25,232 00
2,278 00	CHIMERA INVT CORP COM STK	5,717 78	5,717 78
897 00	CHINACAST ED CORP COM	5,489 64	5,489 64
456 00	CHINDEX INTL INC COM	3,885 12	3,885 12
109 00	CHIPOTLE MEXICAN GRILL INC COM STK	36,813 66	36,813 66
439 00	CHIQUITA BRANDS INTL INC COM	3,661 26	3,661 26
1,003 00	CHRISTOPHER & BANKS CORP COM	2,347 02	2,347 02
3,673 00	CHUBB CORP, COMMON STOCK, \$1 PAR	254,245 06	254,245 06
776 00	CHUBB CORP, COMMON STOCK, \$1 PAR	53,714 72	53,714 72

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
478 00	CHURCH & DWIGHT INC COM	21,873 28	21,873 28
242 00	CHURCHILL DOWNS INC COM	12,615 46	12,615 46
509 00	CIBER INC COM	1,964 74	1,964 74
140 00	CIENA CORP COM NEW COM NEW	1,694 00	1,694 00
927 00	CIGNA CORPORATION	38,934 00	38,934 00
283 00	CIMAREX ENERGY CO COM	17,517 70	17,517 70
4,274 00	CINCINNATI BELL INC NEW COM STOCK	12,950 22	12,950 22
492 00	CINCINNATI FINANCIAL CORP , COMMON STOCK, \$2 PAR	14,986 32	14,986 32
897 00	CINEMARK HLDGS INC COM	16,585 53	16,585 53
447 00	CINTAS CORP COM	15,560 07	15,560 07
154 00	CIRCOR INTL INC COM	5,437 74	5,437 74
886 00	CIRRUS LOGIC INC COM	14,043 10	14,043 10
14,853 00	CISCO SYSTEMS INC COMMON STOCK	268,542 24	268,542 24
29,538 00	CISCO SYSTEMS INC COMMON STOCK	534,047 04	534,047 04
684 00	CIT GROUP INC NEW COM NEW COM NEW	23,851 08	23,851 08
331 00	CITI TRENDS INC COM ORD USD1	2,906 18	2,906 18
8,253 00	CITIGROUP INC COM NEW COM NEW	217,136 43	217,136 43
463 00	CITIZENS & NORTHN CORP COM	8,551 61	8,551 61
1,017 00	CITIZENS INC CL A	9,854 73	9,854 73
615 00	CITRIX SYS INC COMMON STOCK	37,342 80	37,342 80
418 00	CITY HLDG CO COM	14,166 02	14,166 02
147 00	CITY NATIONAL CORP , COMMON STOCK, \$5 PAR	6,494 46	6,494 46
504 00	CLARCOR INC COM	25,194 96	25,194 96
795 00	CLEAN ENERGY FUELS CORP COM	9,905 70	9,905 70
510 00	CLEAN HBRS INC COM	32,502 30	32,502 30
224 00	CLEARWATER PAPER CORP COM STK	7,976 64	7,976 64
905 00	CLEARWIRE CORP NEW CL A CL A	1,755 70	1,755 70
1,059 00	CLECO CORP NEW COM	40,347 90	40,347 90
445 00	CLIFFS NAT RES INC COM STK	27,745 75	27,745 75
341 00	CLOROX CO , COMMON STOCK, \$1 PAR	22,696 96	22,696 96
470 00	CLOUD PEAK ENERGY INC COM	9,080 40	9,080 40
141 00	CME GROUP INC COM STK	34,357 47	34,357 47
414 00	CMS ENERGY CORP COMMON STOCK \$10 PAR	9,141 12	9,141 12
97 00	CNA FINANCIAL CORP , COMMON STOCK, \$2 50 PAR	2,594 75	2,594 75
2,518 00	CNO FINL GROUP INC COM	15,888 58	15,888 58
674 00	COACH INC COM	41,140 96	41,140 96
9,602 00	COCA COLA CO COM	671,851 94	671,851 94
4,094 00	COCA COLA CO COM	286,457 18	286,457 18
5,914 00	COCA COLA CO COM	413,802 58	413,802 58
1,050 00	COCA-COLA ENTERPRISES INC NEW COM	27,069 00	27,069 00
1,128 00	COEUR D ALENE MINES CORP IDAHO COM NEW COM NEW	27,229 92	27,229 92
1,003 00	COGENT COMMUNICATIONS GROUP INC COM NEW	16,940 67	16,940 67
409 00	COGNEX CORP COM	14,638 11	14,638 11
853 00	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A	54,856 43	54,856 43
246 00	COHEN & STEERS INC COM	7,109 40	7,109 40
517 00	COHERENT INC COM	27,023 59	27,023 59
362 00	COINSTAR INC COM	16,521 68	16,521 68
169 00	COLFAX CORP COM US 01	4,813 12	4,813 12
1,327 00	COLGATE-PALMOLIVE CO , COMMON STOCK, \$1 PAR	122,601 53	122,601 53
687 00	COLLECTIVE BRANDS INC COM STK	9,872 19	9,872 19
1,149 00	COLONIAL PPTYS TR SH BEN INT SH BEN INT	23,968 14	23,968 14
212 00	COLUMBIA BKG SYS INC COM	4,085 24	4,085 24
213 00	COLUMBIA SPORTSWEAR CO COM	9,915 15	9,915 15

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
196 00	COLUMBUS MCKINNON CORP N Y COM	2,487 24	2,487 24
8,020 00	COMCAST CORP NEW-CL A	190,154 20	190,154 20
1,141 00	COMERICA, INC , COMMON STOCK, \$5 PAR	29,437 80	29,437 80
913 00	COMFORT SYS USA INC COM	9,787 36	9,787 36
181 00	COMMERCE BANCSHARES, INC., COMMON STOCK, \$10 PAR	6,899 72	6,899 72
383 00	COMMERCIAL METALS CO COM	5,296 89	5,296 89
314 00	COMMERCIAL VEH GROUP INC COM	2,838 56	2,838 56
159 00	COMMONWEALTH REIT COM SH BEN INT REIT	2,645 76	2,645 76
800 00	COMMUNITY BK SYS INC COM	22,240 00	22,240 00
315 00	COMMUNITY HEALTH SYS INC NEW COM	5,496 75	5,496 75
479 00	COMMVAULT SYS INC COM STK	20,462 88	20,462 88
111 00	COMPASS MINERALS INTL INC COM	7,642 35	7,642 35
194 00	COMPUTER PROGRAMS & SYS INC COM	9,915 34	9,915 34
515 00	COMPUTER SCIENCES CORP , COMMON STOCK, \$1 PAR	12,205 50	12,205 50
823 00	COMPUWARE CORP COMMON	6,847 36	6,847 36
503 00	COMSCORE INC COM	10,663 60	10,663 60
445 00	COMSTOCK RES INC COM NEW COM NEW	6,808 50	6,808 50
160 00	COMTECH TELECOMMUNICATIONS CORP COM NEW COM NEW	4,579 20	4,579 20
1,520 00	CONAGRA FOODS INC	40,128 00	40,128 00
697 00	CONCEPTUS INC COM	8,810 08	8,810 08
293 00	CONCHO RES INC COM STK	27,468 75	27,468 75
449 00	CONCUR TECHNOLOGIES INC COM	22,804 71	22,804 71
680 00	CONMED CORP COM	17,455 60	17,455 60
513 00	CONNECTICUT WTR SVC INC COM	13,917 69	13,917 69
5,238 00	CONOCOPHILLIPS COM	381,693 06	381,693 06
4,243 00	CONOCOPHILLIPS COM	309,187 41	309,187 41
5,083 00	CONOCOPHILLIPS COM	370,398 21	370,398 21
614 00	CONSOL ENERGY INC COM	22,533 80	22,533 80
933 00	CONSOLIDATED EDISON INC COMMON STOCK	57,873 99	57,873 99
3,918 00	CONSOLIDATED EDISON INC COMMON STOCK	243,033 54	243,033 54
119 00	CONSOLIDATED GRAPHICS INC COM	5,745 32	5,745 32
205 00	CONSOLIDATED TOMOKA LD CO COM STK	5,549 35	5,549 35
465 00	CONSOLIDATED WATER CO LTD COM	3,989 70	3,989 70
551 00	CONSTANT CONTACT INC COM STK	12,788 71	12,788 71
551 00	CONSTELLATION BRANDS INC CL A CL A	11,389 17	11,389 17
243 00	CONTANGO OIL & GAS CO COM NEW	14,137 74	14,137 74
24 00	CONTANGO ORE INC COM	324 00	324 00
273 00	CONTINENTAL RES INC COM	18,211 83	18,211 83
1,461 00	CONVERGYS CORP DELAWARE COM	18,656 97	18,656 97
158 00	CON-WAY INC COM STK	4,607 28	4,607 28
154 00	COOPER COS INC COM NEW	10,860 08	10,860 08
413 00	COOPER INDUSTRIES PLC NEW IRELAND COM STK	22,363 95	22,363 95
784 00	COOPER TIRE & RUBBER CO , COMMON STOCK, NO PAR	10,983 84	10,983 84
122 00	COPA HOLDINGS SA COM STK	7,157 74	7,157 74
227 00	COPART INC COM	10,871 03	10,871 03
169 00	CORE LABORATORIES NV NLG0 03	19,257 55	19,257 55
317 00	CORELOGIC INC-W/I COM STK	4,098 81	4,098 81
307 00	CORE-MARK HLDG CO INC COM	12,157 20	12,157 20
414 00	CORESITE RLTY CORP CORESITE REALTY CORP	7,377 48	7,377 48
1,441 00	CORINTHIAN COLLEGES INC COM STK	3,126 97	3,126 97
254 00	CORN PRODS INTL INC COM	13,357 86	13,357 86
4,450 00	CORNING INC COMMON STOCK	57,761 00	57,761 00
354 00	CORPORATE EXECUTIVE BRD CO COMMON STOCK	13,487 40	13,487 40



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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
171 00	CORPORATE OFFICE PPTYS TR COM	3,635 46	3,635 46
392 00	CORRECTIONS CORP AMER	7,985 04	7,985 04
185 00	COSTAR GROUP INC COM	12,345 05	12,345 05
1,049 00	COSTCO WHOLESALE CORP NEW COM	87,402 68	87,402 68
4,002 00	COSTCO WHOLESALE CORP NEW COM	333,446 64	333,446 64
573 00	COURIER CORP COM STK	6,721 29	6,721 29
601 00	COUSINS PPTYS INC COM	3,852 41	3,852 41
218 00	COVANCE INC COMMON STOCK	9,966 96	9,966 96
439 00	COVANTA HLDG CORP COM	6,009 91	6,009 91
505 00	COVENTRY HEALTH CARE INC COM	15,336 85	15,336 85
1,409 00	COVIDIEN PLC USD0 20(POST CONSOLIDATION)	63,419 09	63,419 09
1,495 00	COWEN GROUP INC NEW CL A CL A	3,872 05	3,872 05
294 00	CRA INTL INC COM	5,832 96	5,832 96
450 00	CRACKER BARREL OLD CTRY STORE INC COM	22,684 50	22,684 50
225 00	CRANE CO , COMMON STOCK, \$6 25 PAR	10,509 75	10,509 75
921 00	CRAY INC COM NEW STK	5,958 87	5,958 87
67 00	CREDIT ACCEP CORP MICH COM	5,512 76	5,512 76
303 00	CREE INC COM	6,678 12	6,678 12
1,099 00	CROCS INC COM	16,232 23	16,232 23
951 00	CROSS CTRY HEALTHCARE INC COM	5,278 05	5,278 05
1,197 00	CROSSTEX ENERGY INC COM	15,130 08	15,130 08
989 00	CROWN CASTLE INTL CORP COM STK	44,307 20	44,307 20
666 00	CROWN HLDGS INC COM	22,364 28	22,364 28
903 00	CRYOLIFE INC COM	4,334 40	4,334 40
844 00	CSG SYS INTL INC COMMON STOCK	12,415 24	12,415 24
151 00	CSR PLC SPONSORED ADR	1,725 93	1,725 93
2,454 00	CSX CORP , COMMON STOCK, \$1 PAR	51,681 24	51,681 24
1,022 00	CTS CORP COM	9,402 40	9,402 40
1,423 00	CUBESMART COM	15,140 72	15,140 72
311 00	CUBIC CORP COM	13,556 49	13,556 49
653 00	CUBIST PHARMACEUTICALS INC COM	25,871 86	25,871 86
236 00	CULLEN / FROST BANKERS INC COM	12,486 76	12,486 76
572 00	CUMMINS INC	50,347 44	50,347 44
549 00	CURIS INC COM	2,569 32	2,569 32
439 00	CURTISS WRIGHT CORP COM	15,509 87	15,509 87
1,608 00	CVB FINL CORP COM	16,128 24	16,128 24
908 00	CVR ENERGY INC COM STK	17,006 84	17,006 84
3,880 00	CVS CAREMARK CORP COM STK	158,226 40	158,226 40
277 00	CYBERONICS INC COM	9,279 50	9,279 50
325 00	CYMER INC COM	16,172 00	16,172 00
544 00	CYPRESS SEMICONDUCTOR CORP COM	9,188 16	9,188 16
698 00	CYS INVTS INC COM	9,171 72	9,171 72
269 00	CYTEC INDUSTRIES COMMON STOCK	12,010 85	12,010 85
808 00	CYTORI THERAPEUTICS INC COM STK	1,777 60	1,777 60
943 00	D R HORTON INC COM	11,891 23	11,891 23
905 00	DAKTRONICS INC COM	8,660 85	8,660 85
1,793 00	DANA HLDG CORP COM	21,784 95	21,784 95
1,758 00	DANAHER CORP COMMON STOCK \$ 01 PAR	82,696 32	82,696 32
466 00	DARDEN RESTAURANTS INC COM	21,240 28	21,240 28
1,841 00	DARLING INTL INC COM	24,466 89	24,466 89
352 00	DAVITA INC COM	26,685 12	26,685 12
51 00	DAWSON GEOPHYSICAL CO COM	2,016 03	2,016 03
3,503 00	DCT INDL TR INC COM	17,935 36	17,935 36

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Form 990-PF, Part II, Line 10a, 10b, &amp; 10c and 13

Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
230 00	DDR CORP COM	2,799 10	2,799 10
345 00	DEALERTRACK HLDGS INC COM STK	9,404.70	9,404 70
612 00	DEAN FOODS CO NEW COM	6,854 40	6,854 40
123 00	DECKERS OUTDOOR CORP COM	9,295 11	9,295 11
1,070 00	DEERE & CO., COMMON STOCK, \$1 PAR	82,764 50	82,764 50
3,004 00	DEERE & CO , COMMON STOCK, \$1 PAR	232,359 40	232,359 40
376 00	DELCATH SYS INC COM STOCK	1,146 80	1,146 80
4,173 00	DELL INC COM STK	61,050 99	61,050 99
855 00	DELPHI FINL GROUP INC CL A	37,876 50	37,876 50
1,598 00	DELTA AIR LINES INC DEL COM NEW COM NEW	12,927 82	12,927 82
76 00	DELTIC TIMBER CORP COM	4,589 64	4,589 64
540 00	DELUXE CORP , COMMON STOCK	12,290 40	12,290 40
1,464 00	DENBURY RES INC HLDG CO COM NEW	22,106 40	22,106 40
250 00	DENDREON CORP COM STK ISIN US24823Q1076	1,900 00	1,900 00
2,842 00	DENNYS CORP COM	10,685 92	10,685 92
505 00	DENTSPLY INTL INC NEW COMMON STOCK	17,669 95	17,669 95
671 00	DEPOMED INC COM	3,475 78	3,475 78
1,077 00	DEVON ENERGY CORP NEW COM	66,774 00	66,774.00
248 00	DEVRY INC DEL COM	9,538 08	9,538 08
1,124 00	DEXCOM INC COM	10,464 44	10,464 44
467 00	DFC GLOBAL CORP COM	8,434 02	8,434 02
1,321 00	DHT HOLDINGS INC	977 54	977 54
1,306 00	DIAGEO PLC SPONSORED ADR NEW	114,170 52	114,170 52
3,874 00	DIAGEO PLC SPONSORED ADR NEW	338,665 08	338,665 08
849 00	DIALOGIC INC COM	1,018 80	1,018 80
377 00	DIAMOND FOODS INC COM	12,165 79	12,165 79
149 00	DIAMOND HILL INVT OH	11,023 02	11,023 02
1,950 00	DIAMONDROCK HOSPITALITY CO COM STK	18,798 00	18,798 00
478 00	DICE HLDGS INC COM STK	3,962 62	3,962 62
291 00	DICKS SPORTING GOODS INC OC-COM	10,732 08	10,732 08
226 00	DIEBOLD INC , COMMON STOCK, \$1 25 PAR	6,795 82	6,795 82
772 00	DIGI INTL INC COM	8,615 52	8,615 52
430 00	DIGITAL GENERATION INC COM	5,125 60	5,125 60
356.00	DIGITAL RIV INC COM	5,347 12	5,347 12
259 00	DIGITAL RLTY TR INC COM	17,267 53	17,267.53
414 00	DIGITALGLOBE INC COM NEW COM NEW	7,083 54	7,083 54
104 00	DILLARDS INC CL A COMMON STOCK	4,667 52	4,667 52
189 00	DINEEQUITY INC COM STK	7,977 69	7,977 69
360 00	DIODES INC COM	7,668 00	7,668 00
2,203 00	DIRECTV COM CL A COM CL A	94,200 28	94,200 28
1,834 00	DISCOVER FINL SVCS COM STK	44,016 00	44,016 00
731 00	DISCOVERY COMMUNICATIONS INC NEW COM SERA STK	29,949 07	29,949 07
683 00	DISH NETWORK CORP CL A COM STK	19,451 84	19,451 84
673 00	DOLAN CO COM STK	5,733 96	5,733 96
179 00	DOLBY LABORATORIES INC CL A COM STK	5,461 29	5,461 29
830 00	DOLE FOOD CO INC NEW COM STK	7,179 50	7,179 50
438 00	DOLLAR GEN CORP NEW COM	18,019 32	18,019 32
367 00	DOLLAR THRIFTY AUTOMOTIVE GROUP INC COM	25,785 42	25,785 42
381 00	DOLLAR TREE INC COM STK	31,664 91	31,664 91
3,212 00	DOMINION RES INC VA NEW COM	170,492 96	170,492 96
2,005 00	DOMINION RES INC VA NEW COM	106,425 40	106,425 40
911 00	DOMINOS PIZZA INC COM	30,928 45	30,928 45
17 00	DOMTAR CORP COM NEW COM NEW	1,359 32	1,359 32

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Quantity	Description	Book Value	Fair Market Value
263 00	DONALDSON INC COM	17,905 04	17,905 04
698 00	DONNELLEY, R R , & SONS CO , COMMON STOCK, \$1 25 PAR	10,072 14	10,072 14
2,650 00	DORAL FINL CORP COM NEW STK	2,533 40	2,533 40
557 00	DOUGLAS EMMETT INC COM REIT	10,159 68	10,159 68
632 00	DOVER CORP , COMMON STOCK \$1 PAR	36,687 60	36,687 60
3,045 00	DOW CHEMICAL CO COM	87,574 20	87,574 20
863 00	DR PEPPER SNAPPLE GROUP INC COM STK	34,071 24	34,071 24
2,663 00	DR PEPPER SNAPPLE GROUP INC COM STK	105,135 24	105,135 24
246 00	DREAMWORKS ANIMATION INC CL A COM STK	4,082 37	4,082 37
281 00	DRESSER-RAND GROUP INC COM	14,024 71	14,024 71
466 00	DREW INDS INC COM NEW COM NEW	11,430 98	11,430 98
390 00	DRIL-QUIP INC COM	25,669 80	25,669 80
136 00	DST SYSTEMS INC COMMON STOCK	6,190 72	6,190 72
128 00	DSW INC CL A CL A	5,658 88	5,658 88
556 00	DTE ENERGY CO COMMON STOCK	30,274 20	30,274 20
394 00	DTS INC COM	10,732 56	10,732 56
6,107 00	DU PONT E I DE NEMOURS & CO COM STK	279,578 46	279,578 46
2,400 00	DU PONT E I DE NEMOURS & CO COM STK	109,872 00	109,872 00
2,555 00	DU PONT E I DE NEMOURS & CO COM STK	116,967 90	116,967 90
345 00	DUCOMMUN INC DEL COM	4,398 75	4,398 75
384 00	DUFF & PHELPS CORP NEW CL A COM STK	5,568 00	5,568 00
10,448 00	DUKE ENERGY CORP NEW COM STK	229,856 00	229,856 00
3,621 00	DUKE ENERGY CORP NEW COM STK	79,662 00	79,662 00
761 00	DUKE RLTY CORP COM NEW REIT	9,170 05	9,170 05
525 00	DUPONT FABROS TECHNOLOGY INC REIT	12,715 50	12,715 50
2,366 00	DURECT CORP COM	2,791 88	2,791 88
2,337 00	DYAX CORP COM	3,178 32	3,178 32
230 00	DYCOM INDS INC COM	4,811 60	4,811 60
324 00	DYNAMIC MATLS CORP COM	6,408 72	6,408 72
1,483 00	DYNAVAX TECHNOLOGIES CORP COM	4,923 56	4,923 56
2,939 00	DYNEGY INC DEL COM	8,141 03	8,141 03
1,030 00	DYNEX CAP INC NEW REIT	9,403 90	9,403 90
1,269 00	E TRADE FINL CORP FORMERLY E TRADE GROUP INC TO 10/01/2003 COM NEW COM NEW	10,101 24	10,101 24
1,558 00	EAGLE BULK SHIPPING INC EAGLE BULK SHIPPING COM	1,467 79	1,467 79
199 00	EAGLE MATLS INC COM	5,106 34	5,106 34
271 00	EAGLE MATLS INC COM	6,953 86	6,953 86
655 00	EARTHLINK INC COM STK	4,218 20	4,218 20
171 00	EAST WEST BANCORP INC COM	3,377 25	3,377 25
502 00	EASTGROUP PPTYS INC REIT	21,826 96	21,826 96
494 00	EASTMAN CHEMICAL CO COMMON STOCK	19,295 64	19,295 64
2,905 00	EASTMAN KODAK CO , COMMON STOCK, \$2 50 PAR	1,886 79	1,886 79
1,126 00	EATON CORP , COMMON STOCK, \$ 50 PAR	49,014 78	49,014 78
3,270 00	EBAY INC COM USD0 001	99,179 10	99,179 10
573 00	EBIX INC FORMERLY EBIX COM INC TO 01/02/2004 COM NEW COM NEW	12,663 30	12,663 30
765 00	ECHELON CORP OC-COM STK	3,822 95	3,822 95
643 00	ECOLAB INC COMMON STOCK	37,171 83	37,171 83
1,107 00	EDISON INTL COM	45,829 80	45,829 80
1,857 00	EDUCATION RLTY TR INC COM REIT	18,997 11	18,997 11
382 00	EDWARDS LIFESCIENCES CORP COM	27,007 40	27,007 40
461 00	EHEALTH INC COM STK	6,776 70	6,776 70
2,382 00	EL PASO CORP COM	63,289 74	63,289 74
393 00	EL PASO ELEC CO COM NEW	13,613 52	13,613 52
196 00	ELECTRO SCIENTIFIC INDS INC COM	2,838 08	2,838 08

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Quantity	Description	Book Value	Fair Market Value
944 00	ELECTRONIC ARTS COM STOCK	19,446 40	19,446 40
413 00	ELECTRONICS FOR IMAGING INC COM	5,885 25	5,885 25
2,875 00	ELI LILLY & CO COM	119,485 00	119,485 00
5,047 00	ELI LILLY & CO COM	209,753 32	209,753 32
312 00	ELIZABETH ARDEN INC COM	11,556 48	11,556 48
18,427 00	EMC CORP COM	396,917 58	396,917 58
695 00	EMCOR GROUP INC COM	18,632 95	18,632 95
260 00	EMERGENT BIOSOLUTIONS INC COM	4,378 40	4,378 40
474 00	EMERITUS CORP COM STK	8,299.74	8,299.74
2,177 00	EMERSON ELECTRIC CO COM	101,426 43	101,426 43
333 00	EMPLOYERS HLDGS INC COM	6,023 97	6,023 97
1,650 00	EMULEX CORP COM NEW	11,319 00	11,319 00
378 00	ENCORE CAP GROUP INC COM	8,036 28	8,036 28
440 00	ENCORE WIRE CORP COM	11,396 00	11,396 00
525 00	ENDEAVOUR INTL CORP COM NEW	4,562 25	4,562 25
280 00	ENDO PHARMACEUTICALS HLDGS INC COM	9,668 40	9,668 40
369 00	ENDOLOGIX INC COM	4,236 12	4,236 12
167 00	ENDURANCE SPECIALTY HOLDINGS LTD COM USD1	6,387 75	6,387 75
158 00	ENERGEN CORP COM	7,900 00	7,900 00
236 00	ENERGIZER HLDGS INC COM	18,285 28	18,285 28
371 00	ENERGY PARTNERS LTD COM STK	5,416 60	5,416 60
1,895 00	ENERGY RECOVERY INC COM	4,889 10	4,889 10
1,502 00	ENERGY SOLUTIONS INC COMMON	4,641 18	4,641 18
1,031.00	ENERGY XXI (BERMUDA) COM STK USD \$0 005	32,868 28	32,868 28
883 00	ENERNOC INC COM	9,598 21	9,598 21
803 00	ENERSYS COM	20,853 91	20,853 91
163 00	ENNIS INC COM	2,172 79	2,172.79
186 00	ENPRO INDS INC COM	6,134 28	6,134 28
281 00	ENSCO PLC SPON ADR	13,184 52	13,184.52
132 00	ENSTAR GROUP LIMITED COM	12,962 40	12,962 40
2,593.00	ENTEGRIS INC COM	22,623 92	22,623 92
493 00	ENTERCOM COMMUNICATIONS CORP CL A	3,031 95	3,031.95
378 00	ENTERGY CORP NEW COMMON STOCK	27,612 90	27,612 90
493 00	ENTERTAINMENT PPTYS TR COM SH BEN INT	21,549 03	21,549.03
2,390 00	ENTRAVISION COMMUNICATIONS CORP CL A	3,728 40	3,728 40
832 00	ENTROPIC COMMUNICATIONS INC COM STK	4,251 52	4,251 52
1,169 00	ENZO BIOCHEM INC COM	2,618 56	2,618 56
1,083 00	ENZON PHARMACEUTICALS INC COM	7,256 10	7,256 10
641 00	EOG RESOURCES INC COM	63,144 91	63,144.91
99 00	EQT CORP COM	5,424 21	5,424 21
429 00	EQUIFAX INC COM	16,619 46	16,619 46
129 00	EQUINIX INC COM NEW COM NEW	13,080 60	13,080 60
417 00	EQUITY LIFESTYLE PPTYS INC REIT	27,809 73	27,809 73
835 00	EQUITY ONE INC COM	14,178 30	14,178 30
1,970 00	EQUITY RESIDENTIAL EFF 5/15/02	112,349 10	112,349 10
931 00	EQUITY RESIDENTIAL EFF 5/15/02	53,094 93	53,094 93
1,164 00	ERESEARCH TECHNOLOGY INC COM	5,459 16	5,459 16
140 00	ERIE INDY CO CL A	10,942 40	10,942 40
579 00	ESB FINL CORP COM	8,146 53	8,146 53
77 00	ESC J CREW GROUP INC ESCROW	0 07	0 07
39 00	ESCROW SEAHAWK DRILLING INC ESC CONTRA	39 00	39 00
154 00	ESCO TECHNOLOGIES INC	4,432 12	4,432 12
847 00	ESSA BANCORP INC COM STK	8,868 09	8,868 09

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
81 00	ESSEX PPTY TR REIT	11,381 31	11,381 31
504 00	ESSEX RENT CORP COM STK	1,486 80	1,486 80
376 00	ESTEE LAUDER COMPANIES INC CL A USD0 01	42,232 32	42,232 32
327 00	ESTERLINE TECHNOLOGIES CORP COMMON STK	18,302 19	18,302 19
481 00	ETHAN ALLEN INTERIORS INC COM	11,404 51	11,404 51
490 00	EURONET WORLDWIDE INC COM	9,055 20	9,055 20
299 00	EVERCORE PARTNERS INC CL A CL A	7,959 38	7,959 38
209 00	EVEREST RE GROUP COM	17,574 81	17,574 81
661 00	EXACT SCIENCES CORP COM	5,367 32	5,367 32
250 00	EXAMWORKS GROUP INC COM	2,370 00	2,370 00
510 00	EXCEL TR INC COM	6,120 00	6,120 00
473 00	EXCO RES INC COM	4,942 85	4,942 85
619 00	EXELIS INC	5,601 95	5,601 95
1,620 00	EXELIXIS INC COM STK ISIN# US30161Q1040	7,670 70	7,670 70
1,643 00	EXELON CORP COM	71,256 91	71,256 91
3,403 00	EXELON CORP COM	147,588 11	147,588 11
630 00	EXIDE TECHNOLOGIES COM NEW COM NEW	1,656 90	1,656 90
312 00	EXPEDIA INC DEL COM NEW	9,054 24	9,054 24
603 00	EXPEDITORS INTERNATIONAL WASHINGTON INC , CO	24,698 88	24,698 88
349 00	EXPONENT INC COM STK	16,043 53	16,043 53
401 00	EXPRESS INC COM	7,995 94	7,995 94
1,270 00	EXTERRAN HLDGS INC COM STK	11,557 00	11,557 00
918 00	EXTRA SPACE STORAGE INC COM	22,243 14	22,243 14
2,795 00	EXTREME NETWORKS INC COM	8,161 40	8,161 40
1,505 00	EXXON MOBIL CORP COM	127,563 80	127,563 80
12,771 00	EXXON MOBIL CORP COM	1,082,469 96	1,082,469 96
9,653 00	EXXON MOBIL CORP COM	818,188 28	818,188 28
592 00	EZCORP INC CL A NON VTG	15,611 04	15,611 04
1,065 00	F N B CORP PA COM	12,045 15	12,045 15
267 00	F5 NETWORKS INC COM STK	28,334 04	28,334 04
142 00	FACTSET RESH SYS INC COM STK	12,393 76	12,393 76
437 00	FAIR ISAAC CORPORATION COM	15,662 08	15,662 08
1,082 00	FALCONSTOR SOFTWARE INC COM	2,791 56	2,791 56
477 00	FAMILY DLR STORES INC COM	27,503 82	27,503 82
151 00	FARO TECHNOLOGIES INC COM	6,946 00	6,946 00
900 00	FASTENAL CO COM	39,249 00	39,249 00
361 00	FBL FINL GROUP INC CL A CL A	12,281 22	12,281 22
201 00	FEDERAL RLTY INVT TR SH BEN INT NEW SH BEN INT NEW	18,240 75	18,240 75
1,147 00	FEDERAL SIGNAL CORP COM	4,760 05	4,760 05
241 00	FEDERATED INVESTORS INC CL B	3,651 15	3,651 15
1,058 00	FEDEX CORP COM	88,353 58	88,353 58
401 00	FEI CO COM	16,352 78	16,352 78
1,511 00	FELCOR LODGING TR INC COM	4,608 55	4,608 55
1,477 00	FERRO CORP COM	7,222 53	7,222 53
798 00	FIDELITY NATIONAL FINANCIAL INC CL A	12,712 14	12,712 14
752 00	FIDELITY NATL INFORMATION SVCS INC COM STK	19,995 68	19,995 68
847 00	FIFTH ST FIN CORP COM STK	8,105 79	8,105 79
2,360 00	FIFTH THIRD BANCORP , COMMON STOCK, \$6 66 PAR	30,019 20	30,019 20
389 00	FINANCIAL ENGINES INC COM	8,686 37	8,686 37
520 00	FINANCIAL INSTNS INC COM	8,392 80	8,392 80
1,148 00	FINISAR CORPORATION COMMON STOCK	19,223 26	19,223 26
989 00	FINISH LINE INC CL A	19,072 86	19,072 86
1,811 00	FIRST AMERN FINL CORP COM STK	22,945 37	22,945 37

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Quantity	Description	Book Value	Fair Market Value
317 00	FIRST AMERN FINL CORP COM STK	4,016 39	4,016 39
545 00	FIRST BANCORP N C COM	6,076 75	6,076 75
542 00	FIRST CASH FINANCIAL SERVICES INC	19,018 78	19,018 78
1,993 00	FIRST COMMONWEALTH FINANCIAL CORP COMMONSTOCK \$5 PAR LM	10,483 18	10,483 18
50 00	FIRST CTZNS BANCSHARES INC N C CL A	8,749 50	8,749 50
366 00	FIRST DEFIANCE FINANCIAL CORP COM STK USD0 01	5,339 94	5,339 94
1,016 00	FIRST FINL BANCORP OHIO COM	16,906 24	16,906 24
79 00	FIRST FINL BANKSHARES INC COM	2,640 97	2,640 97
1,466 00	FIRST FINL HLDGS INC COM	13,091 38	13,091 38
801 00	FIRST HORIZON NATL CORP COM	6,408 00	6,408 00
947 00	FIRST INDL RLTY TR INC COM	9,687 81	9,687 81
521 00	FIRST MIDWEST BANCORP INC DEL COM	5,277 73	5,277 73
798 00	FIRST NIAGARA FINL GROUP INC NEW COM	6,886 74	6,886 74
553 00	FIRST NIAGARA FINL GROUP INC NEW COM	4,772 39	4,772 39
219 00	FIRST POTOMAC RLTY TR COM	2,857 95	2,857 95
199 00	FIRST SOLAR INC COM	6,718 24	6,718 24
797 00	FIRSTENERGY CORP COM	35,307 10	35,307 10
952 00	FIRSTMERIT CORP COM	14,403 76	14,403 76
180 00	FISERV INC COMMON STOCK	10,573 20	10,573 20
664 00	FLAGSTONE REINSURANCE HOLDINGS S A	5,504 56	5,504 56
511 00	FLIR SYS INC COM	12,810 77	12,810 77
449 00	FLOTEK INDS INC DEL COM	4,472 04	4,472 04
343 00	FLOWERS FOODS INC COM	6,510 14	6,510 14
191 00	FLOWSERVE CORP COM	18,970 12	18,970 12
611 00	FLUOR CORP NEW COM	30,702 75	30,702 75
860 00	FLUSHING FINL CORP COM	10,861 80	10,861 80
247 00	FMC CORP , COMMON STOCK, NO PAR, (NEW)	21,251 88	21,251 88
840 00	FMC TECHNOLOGIES INC COM	43,873 20	43,873 20
529 00	FOOT LOCKER INC COM	12,611 36	12,611 36
10,458 00	FORD MTR CO DEL COM PAR \$0 01 COM PAR \$0 01	112,528 08	112,528 08
1,025 00	FOREST LABORATORIES INC COM COM	31,016 50	31,016 50
379 00	FOREST OIL CORP COM PAR \$0 01 COM PAR \$0 01	5,135 45	5,135 45
786 00	FORESTAR GROUP INC	11,892 18	11,892 18
982 00	FORMFACTOR INC COM STK	4,968 92	4,968 92
50 00	FORRESTER RESH INC COM	1,697 00	1,697 00
436 00	FORTINET INC COM	9,509 16	9,509 16
511 00	FORTUNE BRANDS HOME & SEC INC COM	8,702 33	8,702 33
150 00	FORWARD AIR CORP COM	4,807 50	4,807 50
237 00	FOSSIL INC COM	18,808 32	18,808 32
267 00	FOSTER L B CO CL A	7,553 43	7,553 43
213 00	FRANKLIN ELEC INC COM	9,278 28	9,278 28
535 00	FRANKLIN FINL CORP VA COM	6,334 40	6,334 40
567 00	FRANKLIN RES INC COMMON STOCK,	54,466 02	54,466 02
1,175 00	FRANKLIN STR PPTYS CORP COM	11,691 25	11,691 25
100 00	FREDS INC CL A	1,458 00	1,458 00
2,691 00	FREEMPORT-MCMORAN COPPER & GOLD INC	99,001 89	99,001 89
375 00	FREIGHTCAR AMER INC COM	7,856 25	7,856 25
4,595 00	FRESENIUS MEDICAL CARE AG AND CO KGAA	312,368 10	312,368 10
375 00	FRESH DEL MONTE PRODUCE INC COM STK	9,378 75	9,378 75
91 00	FRESH MKT INC COM	3,630 90	3,630 90
1,578 00	FRONTIER COMMUNICATIONS CORP COM	8,126 70	8,126 70
518 00	FRONTLINE LTD COM	2,222 22	2,222 22
562 00	FTI CONSULTING INC COM	23,840 04	23,840 04

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<u>Quantity</u>	<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
299 00	FUEL SYS SOLUTIONS INC COM STK	4,930 51	4,930 51
1,617 00	FUEL TECH INC COM	10,639 86	10,639 86
1,815 00	FUELCELL ENERGY INC COM	1,582 68	1,582 68
430 00	FULLER H B CO COM	9,937 30	9,937 30
242 00	FUQI INTL INC COM NEW STK	278 30	278 30
29 00	FURIEX PHARMACEUTICALS- W/I COM STK	484 59	484 59
209 00	FURMANITE CORP COM STK	1,318 79	1,318 79
659 00	FX ENERGY INC COM	3,163 20	3,163 20
400 00	FXCM INC	3,900 00	3,900 00
241 00	G & K SVCS INC CL A CL A	7,015 51	7,015 51
341 00	GALLAGHER ARTHUR J & CO COM	11,403 04	11,403 04
174 00	GAMCO INVS INC COM	7,567 26	7,567 26
59 00	GAMESTOP CORP NEW CL A	1,423 67	1,423 67
800 00	GANNETT INC COM	10,696 00	10,696 00
672 00	GAP INC COM	12,465 60	12,465 60
199 00	GARDNER DENVER INC COM	15,334 94	15,334 94
382 00	GARMIN LTD COMMON STOCK	15,207 42	15,207 42
161 00	GATX CORP COM	7,029 26	7,029 26
407 00	GAYLORD ENTMT CO NEW COM	9,824 98	9,824 98
1,795 00	GENCORP INC COM	9,549 40	9,549 40
183 00	GENERAC HLDGS INC COM STK	5,129 49	5,129 49
177 00	GENERAL CABLE CORP DEL NEW COM	4,426 77	4,426.77
211 00	GENERAL COMMUNICATION INC CL A	2,065 69	2,065 69
700 00	GENERAL DYNAMICS CORP COMMON STOCK, \$1 PAR	46,487 00	46,487 00
29,605 00	GENERAL ELECTRIC CO	530,225 55	530,225 55
14,466 00	GENERAL ELECTRIC CO	259,086 06	259,086 06
2,198 00	GENERAL GROWTH PPTYS INC NEW COM	33,013 96	33,013 96
1,510 00	GENERAL MILLS INC COM	61,019 10	61,019 10
884 00	GENERAL MOLY INC COM STK	2,731 56	2,731 56
2,159 00	GENERAL MTRS CO COM	43,762 93	43,762 93
383 00	GENESCO INC COM	23,646 42	23,646 42
445 00	GENESEE & WYO INC CL A CL A	26,958 10	26,958 10
244 00	GENOMIC HEALTH INC COM	6,195 16	6,195 16
177 00	GEN-PROBE INC NEW COM	10,464 24	10,464 24
468 00	GENTEX CORP COM	13,848 12	13,848 12
289 00	GENTIVA HEALTH SVCS INC COM	1,950 75	1,950 75
146 00	GENUINE PARTS CO COM	8,935 20	8,935 20
2,083 00	GENUINE PARTS CO COM	127,479 60	127,479 60
1,344 00	GENWORTH FINL INC COM CL A COM CL A	8,803 20	8,803 20
1,017 00	GEO GROUP INC COM STK	17,034.75	17,034 75
426 00	GEOEYE INC COM STK	9,465 72	9,465 72
314 00	GEOKINETICS INC COM PAR \$0 01 COM PAR \$0 01	675 10	675.10
486 00	GEORGIA GULF CORP COM PAR \$0 01 NEW COM PAR \$0 01 NEW	9,472 14	9,472 14
913 00	GERON CORP COM	1,351 24	1,351 24
562 00	GETTY RLTY CORP NEW COM	7,839 90	7,839 90
1,291 00	GFI GROUP INC COM STK	5,318 92	5,318 92
364 00	GIBRALTAR INDS INC COM	5,081 44	5,081 44
197 00	G-III APPAREL GROUP LTD COM	4,907.27	4,907 27
1,943 00	GILEAD SCIENCES INC	79,526 99	79,526 99
389 00	GLACIER BANCORP INC NEW COM	4,679 67	4,679 67
437 00	GLADSTONE COML CORP COM STK	7,669 35	7,669 35
1,072 00	GLADSTONE INVT CORP COM STK	7,793 44	7,793 44
906 00	GLATFELTER	12,792 72	12,792 72

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## Statement 19

Form 990-PF, Part II, Line 10a, 10b, &amp; 10c and 13

Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
2,014 00	GLIMCHER RLTY TR SH BEN INT SHS OF BENEFICIAL INTEREST USD0 01	18,528 80	18,528 80
804 00	GLOBAL CASH ACCESS HLDGS INC COM	3,577 80	3,577 80
280 00	GLOBAL INDEMNITY PLC COM USD0 0001	5,552 40	5,552 40
274 00	GLOBAL PMTS INC COM	12,982 12	12,982 12
907 00	GLOBE SPECIALTY METALS INC COM STK	12,144 73	12,144 73
98 00	GLOBECOMM SYS INC COM	1,340 64	1,340 64
586 00	GMX RES INC COM STK	732 50	732 50
466 00	GOLAR LNG LIMITED	20,713 70	20,713 70
1,818 00	GOLDEN STAR RES LTD CDA COMMON STOCK	2,999 70	2,999 70
1,468 00	GOLDMAN SACHS GROUP INC COM	132,751 24	132,751 24
421 00	GOODRICH CORPORATION	52,077 70	52,077 70
488 00	GOODRICH PETE CORP COM NEW	6,700 24	6,700 24
912 00	GOODYEAR TIRE & RUBBER CO , COMMON STOCK, NO PAR	12,923 04	12,923 04
2,070 00	GOOGLE INC CL A CL A	1,337,013 00	1,337,013 00
91 00	GORMAN RUPP CO COM	2,470 65	2,470 65
418 00	GOVERNMENT PPTYS INCOME TR COM SHS BEN INT COM SHS BEN INT	9,425 90	9,425 90
249 00	GRACE W R & CO DEL NEW COM STK	11,434 08	11,434 08
228 00	GRACO INC COM	9,322 92	9,322 92
1,359 00	GRAFTECH INTL LTD COM	18,550 35	18,550 35
209 00	GRAINGER, W W , INC , COMMON STOCK, \$1 PAR	39,122 71	39,122 71
190 00	GRAN TIERRA ENERGY INC COM	912 00	912 00
534 00	GRAND CANYON ED INC COM STK	8,522 64	8,522 64
232 00	GRANITE CONSTRUCTION INC , COMMON STOCK	5,503 04	5,503 04
700 00	GRAPHIC PACKAGING HLDG CO COM STK	2,982 00	2,982 00
1,492 00	GRAY TELEVISION INC COM CL B	2,417 04	2,417 04
1,047 00	GREAT LAKES DREDGE & DOCK CORP NEW COM	5,821 32	5,821 32
459 00	GREAT PLAINS ENERGY INC COM	9,997 02	9,997 02
200 00	GREAT SOUTHN BANCORP INC COM	4,718 00	4,718 00
56 00	GREATBATCH INC COM	1,237 60	1,237 60
437 00	GREEN MTN COFFEE ROASTERS	19,599 45	19,599 45
366 00	GREENBRIER COS INC COM STK	8,886 48	8,886 48
70 00	GREENHILL & CO INC COM	2,545 90	2,545 90
250 00	GREENLIGHT CAPITAL RE LTD CLASS A	5,917 50	5,917 50
114 00	GREIF INC	5,192 70	5,192 70
865 00	GRIFFON CORP COM	7,897 45	7,897 45
250 00	GROUP 1 AUTOMOTIVE INC COM	12,950 00	12,950 00
327 00	GSI GROUP INC CDA NEW COM NEW COM NEW	3,345 21	3,345 21
1,327 00	GT ADVANCED TECHNOLOGIES INC COM USD0 01	9,607 48	9,607 48
199 00	GUESS INC COM	5,934 18	5,934 18
104 00	GULF IS FABRICATION INC COM	3,037 84	3,037 84
453 00	GULFMARK OFFSHORE INC CL A NEW USD0 01 CLASS A	19,030 53	19,030 53
369 00	GULFPORT ENERGY CORP COM NEW COM NEW	10,867 05	10,867 05
355 00	H & E EQUIP SVCS INC COM	4,764 10	4,764 10
1,069 00	H J HEINZ	57,768 76	57,768 76
3,918 00	H J HEINZ	211,728 72	211,728 72
206 00	HAEMONETICS CORP MASS COM	12,611 32	12,611 32
415 00	HAIN CELESTIAL GROUP INC COM	15,213 90	15,213 90
2,591 00	HALLIBURTON CO COM	89,415 41	89,415 41
4,740 00	HALLIBURTON CO COM	163,577 40	163,577 40
768 00	HALLMARK FINL SVCS INC COM NEW COM NEW	5,368 32	5,368 32
1,406 00	HALOZYME THERAPEUTICS INC COM	13,371 06	13,371 06
991 00	HANCOCK HLDG CO COM	31,682 27	31,682 27
334 00	HANESBRANDS INC COM STK	7,301 24	7,301 24



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Quantity	Description	Book Value	Fair Market Value
248 00	HANGER ORTHOPEDIC GROUP COM NEW	4,635 12	4,635 12
-174 00	HANOVER INS GROUP INC COM	6,081 30	6,081 30
797 00	HARLEY DAVIDSON COM USD0 01	30,979 39	30,979 39
266 00	HARMAN INTL INDS INC NEW COM STK USD0 01	10,118 64	10,118 64
2,115 00	HARMONIC INC COM	10,659 80	10,659 60
1,164 00	HARRIS & HARRIS GROUP INC COM	4,027 44	4,027 44
450 00	HARRIS CORP COMMON STOCK, \$1 PAR	16,218 00	16,218 00
273 00	HARSCO CORP COMMON STOCK, \$1 25 PAR	5,618 34	5,618 34
911 00	HARTE-HANKS INC COM (NEW)	8,280 99	8,280 99
1,308 00	HARTFORD FINL SVCS GROUP INC COM	21,255 00	21,255 00
426 00	HASBRO INC COM	13,585 14	13,585 14
720 00	HATTERAS FINL CORP COM REIT	18,986 40	18,986 40
311 00	HAWAIIAN ELEC INDS INC COM	8,235 28	8,235 28
159 00	HAWAIIAN HLDGS INC COM	922 20	922 20
39 00	HAWKINS INC COM	1,437 54	1,437 54
291 00	HAYNES INTL INC COM NEW COM NEW	15,888 60	15,888 60
897 00	HCA HLDGS INC COM	19,760 91	19,760 91
382 00	HCC INS HLDGS INC COM	10,505 00	10,505 00
935 00	HCP INC COM REIT	38,737 05	38,737 05
6,495 00	HCP INC COM REIT	269,087 85	269,087 85
295 00	HEADWATERS INC COM	654 90	654 90
378 00	HEALTH CARE REIT INC COM	20,612 34	20,612 34
1,013 00	HEALTH MANAGEMENT ASSOCIATES INC NEW CL A COMMON STOCK	7,465 81	7,465 81
393 00	HEALTH NET INC COM	11,955 06	11,955 06
1,180 00	HEALTHCARE RLTY TR	21,936 20	21,936 20
628 00	HEALTHCARE SVCS GROUP INC COM	11,109 32	11,109 32
1,121 00	HEALTHSOUTH CORP COM NEW STK	19,808 07	19,808 07
279 00	HEALTHWAYS INC COM STK	1,913 94	1,913 94
1,004 00	HEARTLAND EXPRESS INC COM	14,347 16	14,347 16
367 00	HEARTLAND PMT SYS INC COM STK	8,940 12	8,940 12
191 00	HEARTWARE INTERNATIONAL INC COM COM	13,179 00	13,179 00
1,962 00	HECKMANN CORP COM STK	13,047 30	13,047 30
3,562 00	HECLA MNG CO COM	18,629 26	18,629 26
491 00	HEICO CORP NEW COM	28,713 68	28,713 68
445 00	HEIDRICK & STRUGGLES INTL INC COM ISIN #954228191023	9,585 30	9,585 30
296 00	HELEN TROY LTD COM STK	9,087 20	9,087 20
1,339 00	HELIX ENERGY SOLUTIONS GROUP INC COM STK	21,156 20	21,156 20
359 00	HELMERICH & PAYNE INC COM	20,951 24	20,951 24
966 00	HENRY JACK & ASSOC INC COM	32,467 26	32,467 26
418 00	HERBALIFE LTD COM STK	21,598 06	21,598 06
2,003 00	HERCULES OFFSHORE INC COM STK	8,893 32	8,893 32
1,113 00	HERCULES TECHNOLOGY GROWTH CAP INC COM	10,506 72	10,506 72
425 00	HERITAGE FINL CORP WASH COM	5,338 00	5,338 00
2,278 00	HERSHA HOSPITALITY TR PRIORITY CL A SHS BEN INT	11,116 64	11,116 64
524 00	HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/19/2005 COM	32,372 72	32,372 72
155 00	HERTZ GLOBAL HLDGS INC COM	1,816 60	1,816 60
37 00	HESS CORP COM STK	2,101 60	2,101 60
672 00	HESS CORP COM STK	38,169 60	38,169 60
6,245 00	HEWLETT PACKARD CO COM	160,871 20	160,871 20
1,243 00	HEXCEL CORP NEW COM	30,093 03	30,093 03
386 00	HFF INC CL A CL A	3,987 38	3,987 38
453 00	HHGREGG INC COM STK	6,545 85	6,545 85
298 00	HIBBETT SPORTS INC COM STK	13,463 64	13,463 64

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
387 00	HIGHER ONE HLDGS INC COM	7,136 28	7,136 28
698 00	HIGHWOODS PPTYS INC COM	20,709 66	20,709 66
309 00	HILL ROM HLDGS INC COM STK	10,410 21	10,410 21
567 00	HILLENBRAND INC COM STK	12,655 44	12,655 44
301 00	HILLENBRAND INC COM STK	6,718 32	6,718 32
962 00	HILLTOP HLDGS INC COM STK	8,128 90	8,128 90
426 00	HITTITE MICROWAVE CORP COM STK	21,035 88	21,035 88
939 00	HMS HLDGS CORP COM	30,029 22	30,029 22
483 00	HNI CORP COM	12,606 30	12,606 30
656 00	HOLLYFRONTIER CORP COM	15,350 40	15,350 40
872 00	HOLOGIC INC COM	15,268 72	15,268 72
649 00	HOME BANCORP INC COM STK	10,040 03	10,040 03
271 00	HOME BANCSHARES INC COM	7,021 61	7,021 61
4,934 00	HOME DEPOT INC , COMMON STOCK, \$ 05 PAR	207,425 36	207,425 36
10,218 00	HOME DEPOT INC , COMMON STOCK, \$ 05 PAR	429,564 72	429,564 72
655 00	HOME PROPERTIES INC COMMON STOCK	37,708 35	37,708 35
1,930 00	HONEYWELL INTL INC COM STK	104,895 50	104,895 50
209 00	HORACE MANN EDUCATORS CORP COMMON STOCK	2,865 39	2,865 39
474 00	HORMEL FOODS CORPORATION COMMON STOCK	13,883 46	13,883 46
456 00	HORNBECK OFFSHORE SVCS INC NEW COM	14,145 12	14,145 12
891 00	HORSEHEAD HLDG CORP COM STK	8,027 91	8,027 91
546 00	HOSPIRA INC COM	16,582 02	16,582 02
421 00	HOSPITALITY PPTYS TR COM SH BEN INT COM SH BEN INT	9,674 58	9,674 58
2,089 00	HOST HOTELS & RESORTS INC REIT	30,854 53	30,854 53
1,041 00	HOT TOPIC INC COM	6,881 01	6,881 01
549 00	HOUSTON WIRE & CABLE CO COM STK	7,587 18	7,587 18
1,188 00	HOVNANIAN ENTERPRISES INC CL A	1,722 60	1,722 60
103 00	HOWARD HUGHES CORP COM STOCK	4,549 51	4,549 51
497 00	HSN INC NEW COM	18,021 22	18,021 22
747 00	HUB GROUP INC CL A	24,225 21	24,225 21
156 00	HUBBELL, INC , CLASS B, COMMON STOCK \$5 PAR	10,430 16	10,430 16
48 00	HUDSON CITY BANCORP INC COM STK	300 00	300 00
721 00	HUMAN GENOME SCIENCES INC COM	5,328 19	5,328 19
577 00	HUMANA INC COMMON STOCK, \$ 16 2/3 PAR	50,550 97	50,550 97
297 00	HUNT J B TRANS SVCS INC COM	13,385 79	13,385 79
2,491 00	HUNTINGTON BANCSHARES INC COM	13,675 59	13,675 59
169 00	HUNTINGTON INGALLS INDS INC COM	5,286 32	5,286 32
538 00	HUNTSMAN CORP COM STK	5,380 00	5,380 00
124 00	HURON CONSULTING GROUP INC COM STK	4,803 76	4,803 76
1,658 00	HYPERDYNAMICS CORP COM	4,062 10	4,062 10
504 00	IAC / INTERACTIVECORP COM PAR \$.001 STK	21,470 40	21,470 40
258 00	IBERIABANK CORP COM	12,719 40	12,719 40
249 00	ICF INTL INC COM STK	6,170 22	6,170 22
289 00	ICG GROUP INC COM	2,231 08	2,231 08
788 00	ICONIX BRAND GROUP INC COM	12,836 52	12,836 52
298 00	ICU MED INC COM	13,410 00	13,410 00
809 00	IDACORP INC COM	34,309 69	34,309 69
694 00	IDENIX PHARMACEUTICALS INC COM	5,166 83	5,166 83
881 00	IDERA PHARMACEUTICALS INC COM NEW STK	933 86	933 86
275 00	IDEX CORP COM	10,205 25	10,205 25
201 00	IDEXX LABS INC	15,468 96	15,468 96
389 00	IGATE CORP COM STK ISIN# US45169U1051	6,118 97	6,118 97
163 00	IHS INC COM CL A COM CL A	14,044 08	14,044 08

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
1,056 00	II-VI INC COM	19,388 16	19,388 16
905 00	ILLINOIS TOOL WKS INC COM	42,272 55	42,272 55
418 00	ILLUMINA INC COM	12,740 64	12,740 64
1,013 00	IMMERSION CORP COM	5,247 34	5,247 34
1,205 00	IMMUNOGEN INC COM	13,953 90	13,953 90
1,969 00	IMMUNOMEDICS INC COM	6,556 77	6,556 77
802 00	IMPAX LABORATORIES INC COM	16,176 34	16,176 34
519 00	IMPERIAL HLDGS INC COM STK	975 72	975 72
431 00	IMPERIAL SUGAR CO NEW COM NEW COM NEW	1,538 67	1,538 67
1,131 00	INCONTACT INC COM	5,010 33	5,010 33
1,127 00	INCYTE CORP COM	16,916 27	16,916 27
542 00	INDEPENDENT BK CORP MASS COM	14,791 18	14,791 18
1,671 00	INFINERA CORP COM STK USD0 001	10,493 88	10,493 88
94 00	INFINITY PPTY & CAS CORP COM	5,333 56	5,333 56
8 00	INFORMATICA CORP COM	295 44	295 44
932 00	INFOSPACE INC COM PAR \$ 0001 COM PAR \$ 0001	10,242 68	10,242 68
625 00	INGERSOLL-RAND PLC COM STK	19,043 75	19,043 75
20 00	INGLES MKTS INC CL A	301 20	301 20
550 00	INGRAM MICRO INC CL A	10,004 50	10,004 50
1,649 00	INLAND REAL ESTATE CORP COM NEW STK	12,548 89	12,548 89
413 00	INNOPHOS HLDGS INC COM STK	20,055 28	20,055 28
225 00	INNOSPEC INC COM STK	6,315 75	6,315 75
260 00	INPHI CORP	3,109 60	3,109 60
490 00	INSIGHT ENTERPRISES INC COM	7,492 10	7,492 10
315 00	INSMED INC COM PAR \$ 01	960 75	960 75
445 00	INSPERITY INC COM	11,280 75	11,280 75
688 00	INSTEEL INDS INC COM	7,561 12	7,561 12
672 00	INSULET CORP COM STK	12,653 76	12,653 76
375 00	INTEGRA LIFESCIENCES HOLDING CORP COM DESPERATE	11,561 25	11,561 25
2,795 00	INTEGRATED DEVICE TECHNOLOGY INC COM	15,260 70	15,260 70
260 00	INTEGRYS ENERGY GROUP INC COM STK	14,086 80	14,086 80
15,393 00	INTEL CORP COM	373,280 25	373,280 25
10,128 00	INTEL CORP COM	245,604 00	245,604 00
15,896 00	INTEL CORP COM	385,478 00	385,478 00
322 00	INTERACTIVE BROKERS GROUP INC CL COM	4,810 68	4,810 68
1,846 00	INTERCONTINENTALEXCHANGE INC COM	222,535 30	222,535 30
563 00	INTERDIGITAL INC PA FOR FUTURE ISSUES SEE 458660 COM	24,529 91	24,529 91
231 00	INTERLINE BRANDS INC COM	3,596 67	3,596 67
310 00	INTERMEC INC COM	2,126 60	2,126 60
618 00	INTERMUNE INC COM	7,786 80	7,786 80
380 00	INTERNAP DELAWARE INC COM PAR \$ 001 COM STK	2,257 20	2,257 20
1,038 00	INTERNATIONAL BANCSHARES CORP COM	19,031 73	19,031 73
4,876 00	INTERNATIONAL BUSINESS MACHS CORP COM	896,598 88	896,598 88
3,502 00	INTERNATIONAL BUSINESS MACHS CORP COM	643,947 76	643,947 76
268 00	INTERNATIONAL FLAVORS & FRAGRANCES INC COMMON STOCK \$ 12 1/2 PAR	14,048 56	14,048 56
1,007 00	INTERNATIONAL GAME TECHNOLOGY COMMON STOCK \$ 01 PAR	17,320 40	17,320 40
1,469 00	INTERNATIONAL PAPER CO COMMON STOCK \$1 PAR	43,482 40	43,482 40
3,541 00	INTERNATIONAL PAPER CO COMMON STOCK \$1 PAR	104,813 60	104,813 60
338 00	INTERNATIONAL RECTIFIER CORP COM	6,563 96	6,563 96
1,626 00	INTERPUBLIC GROUP OF COMPANIES INC COMMON STOCK \$ 10 PAR	15,820 98	15,820 98
416 00	INTERSIL CORP	4,343 04	4,343 04
1,044 00	INTERVAL LEISURE GROUP INC COM STK	14,208 84	14,208 84
102 00	INTEVAC INC COM	754 80	754 80

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
281 00	INTL FCSTONE INC COM	6,623 17	6,623 17
312 00	INTRALINKS HLDGS INC COMMON STOCK	1,946 88	1,946 88
179 00	INTREPID POTASH INC COM	4,050 77	4,050 77
773 00	INTUIT COM	40,652 07	40,652 07
129 00	INTUITIVE SURGICAL INC COM NEW STK	59,728 29	59,728 29
575 00	INVACARE CORP COM	8,791 75	8,791 75
1,411 00	INVESCO LTD COM STK USD 10	28,346 99	28,346 99
780 00	INVESCO MORTGAGE CAPITAL INC COM STK	10,959 00	10,959 00
241 00	INVESTMENT TECHNOLOGY GROUP INC NEW COM	2,605 21	2,605 21
546 00	INVESTORS BANCORP INC COM STK	7,360 08	7,360 08
1,488 00	ION GEOPHYSICAL CORP COM STK	9,121 44	9,121 44
368 00	IPC THE HOSPITALIST CO INC STK	16,824 96	16,824 96
155 00	IPG PHOTONICS CORP COM	5,249 85	5,249 85
562 00	IRIS INTL INC COM STK	5,254 70	5,254 70
269 00	IROBOT CORP COM	8,029 65	8,029 65
613 00	IRON MTN INC COM STK	18,880 40	18,880 40
639 00	IRONWOOD PHARMACEUTICALS INC COM CL A	7,648 83	7,648 83
1,198 00	ISIS PHARMACEUTICALS CALIF COM	8,637 58	8,637 58
377 00	ISLE CAPRI CASINOS INC COM	1,760 59	1,760 59
1,027 00	ISTAR FINL INC COM	5,432 83	5,432 83
140 00	ITC HLDGS CORP COM STK	10,623 20	10,623 20
135 00	ITRON INC COM STK NPV	4,828 95	4,828 95
309 00	ITT CORPORATION W/I	5,972 97	5,972 97
76 00	J & J SNACK FOODS CORP COM STK NPV	4,049 28	4,049 28
379 00	J2 GLOBAL INC COM	10,665 06	10,665 06
840 00	JABIL CIRCUIT INC COM	16,514 40	16,514 40
355 00	JACK IN THE BOX INC COM	7,419 50	7,419 50
419 00	JACOBS ENGR GROUP INC COM	17,003 02	17,003 02
1,510 00	JAGUAR MNG INC COM STK	9,633 80	9,633 80
673 00	JAKKS PAC INC COM	9,496 03	9,496 03
1,753 00	JAMBA INC COM STK	2,296 43	2,296 43
550 00	JAMES RIV COAL CO COM NEW STK	3,806 00	3,806 00
612 00	JANUS CAP GROUP INC COM	3,861 72	3,861 72
298 00	JARDEN CORP COM	8,904 24	8,904 24
639 00	JDA SOFTWARE GROUP INC COMMON STOCK	20,697 21	20,697 21
875 00	JDS UNIPHASE CORP COM PAR \$0 001 COM PAR\$0 001	9,135 00	9,135 00
394 00	JEFFERIES GROUP INC NEW COM	5,417 50	5,417 50
2,467 00	JETBLUE AWYS CORP COM	12,828 40	12,828 40
727 00	JMP GROUP INC COM	5,198 05	5,198 05
654 00	JOHN BEAN TECHNOLOGIES CORP COM STK	10,051 98	10,051 98
7,897 00	JOHNSON & JOHNSON COM USD1	517,885 26	517,885 26
5,927 00	JOHNSON & JOHNSON COM USD1	388,692 66	388,692 66
1,839 00	JOHNSON CONTROLS INC. COMMON STOCK \$2 50 PAR	57,487 14	57,487 14
152 00	JONES LANG LASALLE INC COM STK	9,311 52	9,311 52
314 00	JOS A BANK CLOTHIERS INC COM	15,310 64	15,310 64
347 00	JOY GLOBAL INC COM	26,014 59	26,014 59
11,343 00	JPMORGAN CHASE & CO COM	377,154 75	377,154 75
19,326 00	JPMORGAN CHASE & CO COM	642,589 50	642,589 50
3,196 00	JPMORGAN CHASE & CO COM	106,267 00	106,267 00
1,278 00	JUNIPER NETWORKS INC COM	26,083 98	26,083 98
254 00	K12 INC COM STOCK USD 0001	4,556 76	4,556 76
307 00	KAISER ALUM CORP COM PAR \$0 01 COM PAR \$0 01	14,085 16	14,085 16
236 00	KAMAN CORP COM	6,447 52	6,447 52

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
311 00	KANSAS CITY SOUTHN	21,151 11	21,151 11
334 00	KAPSTONE PAPER & PACKAGING CORP KAPSTONEPAPER AND PACKAGING CORP COMMON STOCI	5,257 16	5,257 16
273 00	KAYDON CORP COM	8,326 50	8,326 50
689 00	KB HOME COM	4,630 08	4,630 08
365 00	KB HOME COM	2,452 80	2,452 80
545 00	KBR INC COM	15,189 15	15,189 15
314 00	KBW INC COM STK	4,766 52	4,766 52
369 00	KELLOGG CO COM USD0 25	18,660 33	18,660 33
652 00	KELLY SERVICES INC CLASS A COMMON STOCK	8,919 36	8,919 36
430 00	KEMET CORP COM NEW	3,031 50	3,031 50
415 00	KEMPER CORP DEL COM	12,122 15	12,122 15
290 00	KENEXA CORP COM	7,743 00	7,743 00
248 00	KENNAMETAL INC CAPITAL STOCK \$1 25 PAR	9,056 96	9,056 96
875 00	KERYX BIOPHARMACEUTICALS INC COM ISIN US4925151015	2,213 75	2,213 75
1,564 00	KEY ENERGY SVCS INC	24,195 08	24,195 08
1,289 00	KEYCORP NEW COMMON STOCK	9,912 41	9,912 41
161 00	KEYNOTE SYS INC COM ISIN US4933081006	3,306 94	3,306 94
717 00	KFORCE INC	8,840 61	8,840 61
572 00	KILROY RLTY CORP COM	21,776 04	21,776 04
2,197 00	KIMBERLY-CLARK CORP COMMON STOCK \$5 PAR	161,611 32	161,611 32
939 00	KIMBERLY-CLARK CORP COMMON STOCK \$5 PAR	69,072 84	69,072 84
1,278 00	KIMCO REALTY CORP COMMON STOCK	20,754 72	20,754 72
621 00	KINDER MORGAN INC DEL COM	19,977 57	19,977 57
615 00	KINDRED HEALTHCARE INC COM STK	7,238 55	7,238 55
182 00	KIRBY CORP COM	11,982 88	11,982 88
338 00	KIRKLANDS INC COM	4,495 40	4,495 40
449 00	KIT DIGITAL INC COM NEW COM NEW	3,794 05	3,794 05
577 00	KLA-TENCOR CORP	27,840 25	27,840 25
838 00	KNIGHT CAP GROUP INC COM	9,905 16	9,905 16
465 00	KNIGHT TRANSN INC COM	7,272 60	7,272 60
465 00	KNOLL INC COM NEW COM	6,905 25	6,905 25
784 00	KNOLGY INC COM	11,132 80	11,132 80
2,873 00	KODIAK OIL & GAS CORP COM	27,293 50	27,293 50
805 00	KOHLBERG CAP CORP COM	5,079 55	5,079.55
1,035 00	KOHL'S CORP COMMON STOCK	51,077 25	51,077 25
1,785 00	KOPIN CORP COM	6,925 80	6,925 80
407 00	KOPPERS HLDGS INC COM	13,984 52	13,984 52
476 00	KORN / FERRY INTL COM NEW	8,120 56	8,120 56
6,106 00	KRAFT FOODS INC CL A	228,120 16	228,120 16
4,573 00	KRAFT FOODS INC CL A	170,847 28	170,847 28
218 00	KRATON PERFORMANCE POLYMERS INC COM STK	4,425 40	4,425 40
512 00	KRATOS DEFENSE & SECURITY SOLUTIONS, INC	3,056 64	3,056 64
1,667 00	KRISPY KREME DOUGHNUTS INC COM STK	10,902 18	10,902 18
1,242 00	KROGER CO , COMMON STOCK, \$1 PAR	30,081 24	30,081 24
142 00	K-SWISS INC CL A	414 64	414 64
1,508 00	KULICKE & SOFFA INDS INC COM	13,949 00	13,949 00
401 00	KVH INDS INC COM STK	3,119 78	3,119 78
395 00	L-3 COMMUNICATIONS HLDG CORP COMMON STOCK	26,338 60	26,338 60
660 00	LA Z BOY INC COM	7,854 00	7,854 00
367 00	LABORATORY CORP AMER HLDGS COM NEW COM NEW	31,550 99	31,550 99
536 00	LACROSSE FOOTWEAR INC COM	6,764 32	6,764 32
525 00	LAKELAND FINL CORP COM STK	13,581 75	13,581 75
429 00	LAM RESH CORP COM	15,881 58	15,881 58

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## Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

<u>Quantity</u>	<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
327 00	LAMAR ADVERTISING CO CL A COMMON STOCK	8,992 50	8,992 50
381 00	LANCASTER COLONY CORP COMMON STOCK \$1 PAR	26,418 54	26,418 54
22 00	LANDAUER INC COM	1,133 00	1,133 00
1,065 00	LANDEC CORP COM	5,878 80	5,878 80
199 00	LANDSTAR SYS INC COM	9,536 08	9,536 08
1,079 00	LAS VEGAS SANDS CORP COM STK	46,105 67	46,105 67
835 00	LASALLE HOTEL PPTYS COM SH BEN INT	20,215 35	20,215 35
1,118 00	LATTICE SEMICONDUCTOR CORP COMMON STOCK	6,640 92	6,640 92
230 00	LAWSON PRODS INC COM	3,548 90	3,548 90
451 00	LAYNE CHRISTENSEN CO COM	10,914 20	10,914 20
937 00	LEAP WIRELESS INTL INC COM NEW COM STK	8,704 73	8,704 73
422 00	LEAR CORP COM NEW COM NEW	16,795 60	16,795 60
132 00	LEGG MASON INC COMMON STOCK	3,174 60	3,174 60
532 00	LEGGETT & PLATT INC COMMON STOCK \$1 PAR	12,257 28	12,257 28
324 00	LENDER PROCESSING SVCS INC COM STK	4,882 68	4,882 68
638 00	LENNAR CORP CL A CL A	12,536 70	12,536 70
712 00	LEUCADIA NATIONAL CORP COMMON STOCK \$1 PAR	16,190 88	16,190 88
733 00	LEVEL 3 COMMUNICATIONS INC COM NEW	12,453 67	12,453 67
982 00	LEXINGTON REALTY TRUST COM	7,355 18	7,355 18
315 00	LEXMARK INTL INC NEW CL A	10,417 05	10,417 05
368 00	LHC GROUP INC COM	4,721 44	4,721 44
716 00	LIBBEY INC COM	9,121 84	9,121 84
675 00	LIBERTY GLOBAL INC COM SER A	27,695 25	27,695 25
2,025 00	LIBERTY INTERACTIVE CORP INTERACTIVE COMSER A	32,835 37	32,835 37
198 00	LIBERTY MEDIA CORP NEW LIBERTY CAP COM SER A LIBERTY CAP COM SER A	15,453 90	15,453 90
358 00	LIBERTY PPTY TR SH BEN INT	11,055 04	11,055 04
593 00	LIFE TECHNOLOGIES CORP COM STK	23,073 63	23,073 63
456 00	LIFE TIME FITNESS INC COM	21,318 00	21,318 00
445 00	LIGAND PHARMACEUTICALS INCORPORATED CL BCOMMON STOCK	5,282 15	5,282 15
1,076 00	LIN TV CORP CL A CL A	4,551 48	4,551 48
318 00	LINCARE HLDGS INC COM	8,175 78	8,175 78
391 00	LINCOLN EDL SVCS CORP COM STK	3,088 90	3,088 90
1,064 00	LINCOLN NATIONAL CORP COMMON STOCK NO PAR	20,662 88	20,662 88
126 00	LINDSAY CORPORATION COM	6,916 14	6,916 14
393 00	LINEAR TECH CORP DEL	11,801 79	11,801 79
1,604 00	LIONBRIDGE TECHNOLOGIES INC COM	3,673 16	3,673 16
478 00	LIONS GATE ENTMT CORP COM NEW	3,976 96	3,976 96
238 00	LIQUIDITY SVCS INC COM STK	8,782 20	8,782 20
541 00	LITHIA MTRS INC CL A	11,826 26	11,826 26
280 00	LITTELFUSE INC COM	12,034 40	12,034 40
1,802 00	LIVE NATION ENTERTAINMENT INC	14,974 62	14,974 62
570 00	LIVEPERSON INC COM STK ISIN# US5381461012	7,153 50	7,153 50
476 00	LKQ CORP COM LKQ CORP	14,318 08	14,318 08
2,134 00	LOCKHEED MARTIN CORP COM	172,640 60	172,640 60
703 00	LOCKHEED MARTIN CORP COM	56,872 70	56,872 70
480 00	LOEWS CORP COM	18,072 00	18,072 00
414 00	LOGMEIN INC COM	15,959 70	15,959 70
232 00	LONE PINE RES INC COM	1,626 32	1,626 32
138 00	LORAL SPACE & COMMUNICATIONS INC COM	8,953 44	8,953 44
571 00	LORILLARD INC COM STK	65,094 00	65,094 00
2,273 00	LOUISIANA-PACIFIC CORP COMMON STOCK, \$1 PAR	18,343 11	18,343 11
4,114 00	LOWES COS INC COMMON STOCK \$ 50 PAR	104,413 32	104,413 32
220 00	LSB INDS INC COM	6,166 60	6,166 60

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

<u>Quantity</u>	<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
2,204 00	LSI CORP COM STK	13,113 80	13,113 80
572 00	LTC PPTYS INC COM	17,651 92	17,651 92
417 00	LTX-CREDENCE CORPORATION COMMON STOCK	2,230 95	2,230 95
384 00	LUFKIN INDS INC COM	25,847 04	25,847 04
104 00	LULULEMON ATHLETICA INC COM	4,852 64	4,852 64
364 00	LUMBER LIQUIDATORS HLDGS INC COM	6,428 24	6,428 24
281 00	LUMINEX CORP DEL COM	5,965 63	5,965 63
300 00	LUMOS NETWORKS CORP COM	4,602 00	4,602 00
1,181 00	LYONDELLBASELL INDU-CL A-W/I	38,370 69	38,370 69
261 00	M & T BK CORP COMMON STOCK	19,924 74	19,924 74
510 00	M / I HOMES INC	4,896 00	4,896 00
166 00	M D C HLDGS INC COM	2,926 58	2,926 58
277 00	M D C HLDGS INC COM	4,883 51	4,883 51
297 00	MACERICH CO REIT	15,028 20	15,028 20
265 00	MACK CALI RLTY CORP COM REIT	7,072.85	7,072 85
1,428 00	MACYS INC COM STK	45,953.04	45,953 04
471 00	MADDEN STEVEN LTD COM	16,249 50	16,249 50
348 00	MAGELLAN HEALTH SVCS INC COM NEW	17,215 56	17,215 56
1,096 00	MAGNUM HUNTER RES CORP DEL COM	5,907 44	5,907 44
1,290 00	MAIDEN HOLDINGS LTD/MAIDEN HOLDINGS LTD/COM STK	11,300 40	11,300 40
488 00	MAIDENFORM BRANDS INC COM	8,930 40	8,930 40
465 00	MAKO SURGICAL CORP STK	11,722 65	11,722 65
125 00	MANHATTAN ASSOCS INC COM	5,060 00	5,060 00
374 00	MANITOWOC INC COM	3,437 06	3,437 06
978 00	MANNKIND CORP COM	2,445 00	2,445 00
318 00	MANPOWER INC COM	11,368 50	11,368 50
255 00	MANTECH INTL CORP CL A CL A	7,966 20	7,966 20
277 00	MAP PHARMACEUTICALS INC COM STK	3,648 09	3,648 09
2,023 00	MARATHON OIL CORP COM	59,213 21	59,213 21
5,217 00	MARATHON OIL CORP COM	152,701 59	152,701 59
1,011 00	MARATHON PETE CORP COM	33,656 19	33,656 19
742 00	MARCHEX INC CL B CL B	4,637 50	4,637 50
573 00	MARCUS CORP DEL COM	7,225 53	7,225 53
33 00	MARKEL CORP HOLDING CO COM	13,684 11	13,684 11
286 00	MARKETAXESS HLDGS INC COM STK	8,611 46	8,611 46
773 00	MARRIOTT INTL INC NEW COM STK CL A	22,548 41	22,548 41
77 00	MARRIOTT VACATIONS WORLDWIDE CORP COM	1,321 32	1,321 32
3,918 00	MARSH & MCLENNAN CO'S INC , COMMON STOCK, \$1 PAR	123,887 16	123,887 16
1,775 00	MARSH & MCLENNAN CO'S INC , COMMON STOCK; \$1 PAR	56,125 50	56,125 50
509 00	MARTEN TRANS LTD COM	9,156 91	9,156 91
151 00	MARTIN MARIETTA MATLS INC COMMON STOCK	11,386 91	11,386.91
919 00	MARVELL TECH GROUP COM USD0 002	12,728 15	12,728 15
1,220 00	MASCO CORP COMMON STOCK, \$1 PAR	12,785 60	12,785 60
572 00	MASIMO CORP COM STK	10,687 82	10,687 82
571 00	MASTEC INC COM	9,918 27	9,918 27
298 00	MASTERCARD INC CL A	111,100 36	111,100 36
2,213 00	MASTERCARD INC CL A	825,050 66	825,050 66
204 00	MATERION CORP COM	4,953 12	4,953 12
646 00	MATRIX SVC CO COM	6,098 24	6,098 24
954 00	MATTEL INC COM STOCK \$1 00 PAR	26,483 04	26,483 04
245 00	MATTHEWS INTL CORP CL A	7,700 35	7,700 35
1,035 00	MAXIM INTEGRATED PRODS INC COMMON STOCK	26,951 40	26,951 40
696 00	MAXIMUS INC COM	28,779 60	28,779 60

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## Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
867 00	MAXLINEAR INC-CLASS A	4,118 25	4,118 25
569 00	MAXWELL TECHNOLOGIES INC COM	9,240 56	9,240 56
898 00	MB FINL INC NEW COM	15,355 80	15,355 80
818 00	MBIA INC COM	9,480 62	9,480 62
442 00	MC CORMICK & CO , INC , COMMON, NON-VOTING, STOCK, NO PAR	22,285 64	22,285 64
9,565 00	MC DONALDS CORP COMMON STOCK, NO PAR	959,656 45	959,656 45
2,506 00	MC DONALDS CORP COMMON STOCK, NO PAR	251,426 98	251,426 98
2,947 00	MC DONALDS CORP COMMON STOCK, NO PAR	295,672 51	295,672 51
294 00	MCCLATCHY CO CL A CL A	702 66	702 66
776 00	MCDERMOTT INTL INC COM	8,931 76	8,931 76
624 00	MCG CAPITAL CORP COM	2,489 76	2,489 76
174 00	MCGRATH RENTCORP COM	5,044 26	5,044 26
1,068 00	MCGRAW-HILL COS COM USD1	48,027 96	48,027 96
532 00	MCKESSON CORP	41,448 12	41,448 12
1,434 00	MCMORAN EXPLORATION CO COM	20,864 70	20,864 70
318 00	MDC PARTNERS INC CL A SUB VTG SHS CL A SUB VTG SHS	4,299 36	4,299 36
624 00	MDU RES GROUP INC COM	13,391 04	13,391 04
707 00	MEAD JOHNSON NUTRITION COM USD0 01	48,592 11	48,592 11
389 00	MEADOWBROOK INS GROUP INC COM	4,154 52	4,154 52
3,777 00	MEADWESTVACO CORP COM	113,121 15	113,121 15
588 00	MEADWESTVACO CORP COM	17,610 60	17,610 60
185 00	MEASUREMENT SPECIALTIES INC COM	5,172 60	5,172 60
784 00	MEDASSETS INC COM STK	7,252 00	7,252 00
1,867 00	MEDICAL PPTYS TR INC COM REIT	18,427 29	18,427 29
682 00	MEDICINES COMPANY COM	12,712 48	12,712 48
700 00	MEDICIS PHARMACEUTICAL CORP CL A NEW	23,275 00	23,275 00
326 00	MEDIDATA SOLUTIONS INC COM	7,090 50	7,090 50
372 00	MEDIFAST INC COM	5,103 84	5,103 84
621 00	MEDIVATION INC COM STK	28,634 31	28,634 31
155 00	MEDNAX INC COM	11,161 55	11,161 55
2,729 00	MEDTRONIC, INC , COMMON STOCK, \$ 10 PAR	104,384 25	104,384 25
1,872 00	MENTOR GRAPHICS CORP COM	25,384 32	25,384 32
45 00	MERCADOLIBRE INC COM STK	3,579 30	3,579 30
3,937 00	MERCK & CO INC NEW COM	148,424 90	148,424 90
8,890 00	MERCK & CO INC NEW COM	335,153 00	335,153 00
6,338 00	MERCK & CO INC NEW COM	238,942 60	238,942 60
637 00	MERCURY COMPUTER SYS INC COM	8,465 73	8,465 73
149 00	MERCURY GENERAL CORP , NEW COMMON STOCK	6,797 38	6,797 38
268 00	MEREDITH CORP COM	8,750 20	8,750 20
224 00	MERIDIAN BIOSCIENCE INC COM	4,220 16	4,220 16
798 00	MERIT MED SYS INC COM	10,677 24	10,677 24
623 00	MERITAGE HOMES CORP COM	14,447 37	14,447 37
1,205 00	MERITOR INC COM	6,410 60	6,410 60
608 00	METABOLIX INC COM STK	2,766 40	2,766 40
1,072 00	METALICO INC COM	3,526 88	3,526 88
983 00	METHODE ELECTRS INC COM	8,149 07	8,149 07
1,960 00	METLIFE INC COM	61,112 80	61,112 80
636 00	MET-PRO CORP , COMMON STOCK, \$ 10 PAR	5,749 44	5,749 44
429 00	METRO BANCORP INC PA COM STK	3,595 02	3,595 02
109 00	METROPCS COMMUNICATIONS INC COM COM	946 12	946 12
114 00	METTLER-TOLEDO INTL INC COM	16,838 94	16,838 94
3,588 00	MFA FINL INC	24,111 36	24,111 36
25 00	MGE ENERGY INC COM	1,169 25	1,169 25



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Quantity	Description	Book Value	Fair Market Value
2,568 00	MGIC INVT CORP WIS COM	9,578 64	9,578 64
665 00	MGM RESORTS INTERNATIONAL COM	6,935 95	6,935 95
127 00	MICREL INC COM	1,283 97	1,283 97
621 00	MICROCHIP TECHNOLOGY INC COM	22,747 23	22,747 23
2,876 00	MICRON TECHNOLOGY, INC , COMMON STOCK, \$ 10 PAR	18,090 04	18,090 04
260 00	MICROS SYS INC COM	12,110 80	12,110 80
927 00	MICROSEMI CORP COM	15,527 25	15,527 25
23,059 00	MICROSOFT CORP COM	598,611 64	598,611 64
22,046 00	MICROSOFT CORP COM	572,314 16	572,314 16
6,214 00	MICROSOFT CORP COM	161,315 44	161,315 44
107 00	MICROSTRATEGY INC CL A NEW	11,590 24	11,590 24
561 00	MID-AMER APT CMNTYS INC COM	35,090 55	35,090 55
175 00	MIDDLEBY CORP COM	16,457 00	16,457 00
150 00	MIDDLESEX WTR CO COM	2,799 00	2,799 00
703 00	MILLER HERMAN INC COM	12,970 35	12,970 35
78 00	MINDSPEED TECHNOLOGIES INC COM NEW STK	357 24	357 24
530 00	MINE SAFETY APPLIANCES CO COM	17,553 60	17,553 60
181 00	MINERALS TECHNOLOGIES INC COM	10,231 93	10,231 93
1,376 00	MISSION WEST PPTYS INC MD COM STK	12,411 52	12,411 52
549 00	MKS INSTRS INC COM	15,273 18	15,273 18
308 00	MOBILE MINI INC COM	5,374 60	5,374 60
593 00	MODINE MFG CO COM STK	5,609 78	5,609 78
1,102 00	MODUSLINK GLOBAL SOLUTIONS INC COM	5,950 80	5,950 80
188 00	MOHAWK INDS INC COMMON STOCK	11,251 80	11,251 80
447 00	MOLEX INC , COMMON STOCK, \$.05 PAR	10,665 42	10,665 42
498 00	MOLINA HEALTHCARE INC COM	11,120 34	11,120 34
264 00	MOLSON COORS BREWING CO CL B CL B	11,494 56	11,494 56
172 00	MOLYCORP INC COMMON STOCK	4,124 56	4,124 56
789 00	MOMENTA PHARMACEUTICALS INC COM STK	13,720 71	13,720 71
133 00	MONEYGRAM INTL INC COM NEW COM NEW	2,360 75	2,360 75
673 00	MONOLITHIC PWR SYS INC COM	10,142 11	10,142 11
453 00	MONOTYPE IMAGING HLDGS INC COM STK	7,062 27	7,062 27
291 00	MONRO MUFFLER BRAKE INC COM	11,287 89	11,287 89
1,380 00	MONSANTO CO NEW COM	96,696 60	96,696 60
428 00	MONSTER WORLDWIDE INC COM	3,394 04	3,394 04
627 00	MONTPELIER RE HOLDINGS LTD COM	11,129 25	11,129 25
637 00	MOODYS CORP COM	21,454 16	21,454 16
487 00	MOOG INC CL A	21,393 91	21,393 91
4,313.00	MORGAN STANLEY COM STK USD0 01	65,255 69	65,255 69
932 00	MORGANS HOTEL GROUP CO COM STK	5,498 80	5,498 80
537 00	MOSAIC CO/THE	27,080 91	27,080 91
528 00	MOTOROLA MOBILITY HLDGS INC COM	20,486 40	20,486 40
697 00	MOTOROLA SOLUTIONS INC	32,264 13	32,264 13
527 00	MOTRICITY INC COM STK	474 30	474 30
880 00	MOVE INC COM NEW COM NEW	5,561 60	5,561 60
1,226 00	MPG OFFICE TRUST INC COM	2,439 74	2,439 74
506 00	MSCI INC COMMON	16,662 58	16,662 58
132 00	MTS SYS CORP COM	5,379 00	5,379 00
381 00	MUELLER INDS INC COM	14,638 02	14,638 02
2,554 00	MUELLER WTR PRODS INC COM SER A STK	6,231 76	6,231 76
1,035 00	MULTIMEDIA GAMES HOLDING COMPANY COM	8,217 90	8,217 90
648 00	MURPHY OIL CORP COMMON STOCK, \$1 PAR	36,119 52	36,119 52
725 00	MVC CAP INC COM	8,402 75	8,402 75

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Quantity	Description	Book Value	Fair Market Value
131 00	MWI VETERINARY SUPPLY INC COM STK	8,703 64	8,703 64
764 00	MYERS INDS INC COM	9,427 76	9,427 76
1,036 00	MYLAN INC	22,232 56	22,232 56
404 00	MYR GROUP INC DEL COM STK	7,732 56	7,732 56
55 00	MYREXIS INC COM	147 40	147 40
360 00	MYRIAD GENETICS INC COM	7,538 40	7,538 40
19 00	N V R INC COMMON STOCK	13,034 00	13,034 00
990 00	NABI BIOPHARMACEUTICALS COM	1,861 20	1,861 20
961.00	NABORS INDUSTRIES COM USD0 10	16,663 74	16,663 74
53 00	NACCO INDUSTRIES INC , CLASS A, COMMON STOCK	4,728 66	4,728 66
255 00	NANOMETRICS INC COM DELAWARE	4,697 10	4,697 10
460 00	NASDAQ OMX GROUP	11,274 60	11,274 60
63 00	NASH FINCH CO COM	1,844 64	1,844 64
931 00	NATIONAL CINEMEDIA INC COM	11,544 40	11,544 40
934 00	NATIONAL FINL PARTNERS CORP COM	12,627 68	12,627 68
240 00	NATIONAL FUEL GAS CO , COMMON STOCK, \$10 PAR	13,339 20	13,339 20
128 00	NATIONAL HEALTH INVS INC COM	5,541 48	5,541 48
288 00	NATIONAL INSTRS CORP COM	7,473 60	7,473 60
1,096 00	NATIONAL OILWELL VARCO COM STK	74,517 04	74,517 04
874 00	NATIONAL PENN BANCSHARES INC COM	7,376 56	7,376 56
80 00	NATIONAL PRESTO INDS INC COM	7,488 00	7,488 00
875 00	NATIONAL RETAIL PPTYS INC COM STK	23,082 50	23,082 50
4,344 00	NATIONAL RETAIL PPTYS INC COM STK	114,594 72	114,594 72
2 00	NATIONAL WESTN LIFE INS CO CL A	272 32	272 32
669 00	NATUS MED INC DEL COM	6,308 67	6,308 67
992 00	NAVIGANT CONSULTING INC COM	11,318 72	11,318 72
39 00	NAVIGATORS GROUP INC COM	1,859 52	1,859 52
213 00	NAVISTAR INTL CORP NEW COMMON STOCK	8,068 44	8,068 44
540 00	NCI BUILDING SYSTEMS INC COM NEW	5,869 80	5,869 80
269 00	NCI INC CL A CL A	3,133 85	3,133 85
538 00	NCR CORP COMMON STOCK	8,855 48	8,855 48
76 00	NEENAH PAPER INC COM	1,696 32	1,696 32
2,027 00	NEKTAR THERAPEUTICS COM	11,341 06	11,341 06
443 00	NELNET INC CL A CL A	10,840 21	10,840 21
277 00	NEOGEN CORP COM	8,487 28	8,487 28
183 00	NET 1 UEPS TECHNOLOGIES INC COM NEW NET 1 UEPS TECHNOLOGIES INC	1,403 61	1,403 61
1,130 00	NETAPP INC COM STK	40,985 10	40,985 10
143 00	NETFLIX INC COM STK	9,908 47	9,908 47
367 00	NETGEAR INC COM	12,320 19	12,320 19
611 00	NETSCOUT SYS INC COM	10,753 60	10,753 60
354 00	NETSUITE INC COM STK	14,354 70	14,354 70
347 00	NEUROCRINE BIOSCIENCES INC COM	2,949 50	2,949 50
152 00	NEUTRAL TANDEM, INC D/B/A INTELIGENT, INC	1,624 88	1,624 88
385.00	NEW JERSEY RES CORP COM	18,942 00	18,942 00
1,676 00	NEW YORK CMNTY BANCORP INC COM	20,732 12	20,732 12
907 00	NEW YORK TIMES CO CL A ISIN #US6501111073	7,011 11	7,011 11
1,318 00	NEW YORK TIMES CO CL A ISIN #US6501111073	10,188 14	10,188 14
1,237 00	NEWCASTLE INVT CORP NEW COM	5,752 05	5,752 05
943 00	NEWELL RUBBERMAID INC COM	15,229 45	15,229 45
450 00	NEWFIELD EXPLORATION	16,978 50	16,978 50
102 00	NEWMARKET CORP COM	20,207 22	20,207 22
1,683 00	NEWMONT MINING CORP NEW COMMON STOCK	100,996 83	100,996 83
823 00	NEWPARK RES INC COM PAR \$0 01 NEW COM PAR \$0 01 NEW	7,818 50	7,818 50

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
903 00	NEWPORT CORP COM	12,289 83	12,289 83
6,515 00	NEWS CORP CL A COM	116,227 60	116,227 60
1,417 00	NEXTERA ENERGY INC COM	86,266 96	86,266 96
1,203 00	NIC INC COM	16,011 93	16,011 93
563 00	NII HLDGS INC COM NEW CL B NEW	11,991 90	11,991 90
953 00	NIKE INC CL B CL B	91,840 61	91,840 61
932 00	NISOURCE INC COM	22,190 92	22,190 92
588 00	NOBLE ENERGY INC COM	55,501 32	55,501 32
206 00	NORDIC AMERICAN TANKERS LIMITED	2,469 94	2,469 94
209 00	NORDSON CORP COM	8,606 62	8,606 62
560 00	NORDSTROM, INC , COMMON STOCK, NO PAR	27,837 60	27,837 60
1,246 00	NORFOLK SOUTHN CORP COM	90,783 56	90,783 56
594 00	NORTHEAST UTILITIES, COMMON STOCK, \$5 PAR	21,425 58	21,425 58
730 00	NORTHERN OIL & GAS INC NEV COM STK	17,505 40	17,505 40
818 00	NORTHERN TR CORP COM	32,441 88	32,441 88
5,674 00	NORTHERN TR CORP COM	225,030 84	225,030 84
1,015 00	NORTHROP GRUMMAN CORP COM	59,357 20	59,357 20
562 00	NORTHSTAR RLTY FIN CORP COM	2,680 74	2,680 74
742 00	NORTHWEST BANCSHARES INC MD COM	9,230 48	9,230 48
204 00	NORTHWEST NAT GAS CO COM	9,777 72	9,777 72
224 00	NORTHWEST PIPE CO COM	5,120 64	5,120 64
714 00	NORTHWESTERN CORP COM NEW COM NEW	25,554 06	25,554 06
718 00	NOVATEL WIRELESS INC COM NEW	2,247 34	2,247 34
1,536 00	NOVAVAX INC COM	1,935 36	1,935 36
331 00	NOVELLUS SYS INC COM	13,666 99	13,666 99
668 00	NPS PHARMACEUTICALS INC COM	4,402 12	4,402 12
93 00	NRG ENERGY INC COM NEW	1,685 16	1,685 16
300 00	NTELOS HOLDINGS CORP COM NEW COM NEW	6,114 00	6,114 00
631 00	NU SKIN ENTERPRISES INC CL A CL A	30,647 67	30,647 67
738 00	NUANCE COMMUNICATIONS INC COM	18,568 08	18,568 08
619 00	NUCOR CORP COMMON STOCK, \$ 40 PAR	24,493 83	24,493 83
530 00	NUTRACEUTICAL INTL CORP COM	5,999 60	5,999 60
712 00	NUTRI SYS INC NEW COM	9,206 16	9,206 16
362 00	NUVASIVE INC COM	4,557 58	4,557 58
463 00	NV ENERGY INC COM	7,570 05	7,570 05
144 00	NVE CORP COM NEW COM NEW	7,996 32	7,996 32
1,631 00	NVIDIA CORP COM	22,605 66	22,605 66
715 00	NXSTAGE MED INC COM STK	12,712 70	12,712 70
744 00	NYSE EURONEXT COM STK	19,418 40	19,418 40
460 00	O REILLY AUTOMOTIVE INC NEW COM USD0 01	36,777 00	36,777 00
513 00	OASIS PETE INC NEW COM STK	14,923 17	14,923 17
2,315 00	OCCIDENTAL PETROLEUM CORP	216,915 50	216,915 50
370 00	OCEANEERING INTL INC COM	17,068 10	17,068 10
924 00	OCWEN FINL CORP COM NEW COM NEW	13,379 52	13,379 52
501 00	OCZ TECHNOLOGY GROUP INC COM USD0 0025	3,311 61	3,311 61
3,493 00	OFFICE DEPOT INC COMMON STOCK	7,509 95	7,509 95
1,517 00	OFFICEMAX INC DEL COM	6,887 18	6,887 18
326 00	OGE ENERGY CORP.COMMON STOCK	18,487 46	18,487 46
206 00	OIL STS INTL INC COM ISIN US6780261052	15,732 22	15,732 22
434 00	OLD DOMINION FGHT LINE INC COM	17,590 02	17,590 02
646 00	OLD NATL BANCORP IND COM	7,525 90	7,525 90
817 00	OLD REPUBLIC INTERNATIONAL CORP , COMMON STOCK, \$1 PAR	7,573 59	7,573 59
689 00	OLD REPUBLIC INTERNATIONAL CORP , COMMON STOCK, \$1 PAR	6,387 03	6,387 03

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
890 00	OLIN CORP COMMON STOCK, \$1 PAR	17,488 50	17,488 50
246 00	OLYMPIC STL INC COM	5,736 72	5,736 72
286 00	OM GROUP INC COM	6,403 54	6,403 54
977 00	OMEGA HEALTHCARE INVS INC REIT	18,904 95	18,904 95
402 00	OMNICARE INC , COMMON STOCK	13,848 90	13,848 90
754 00	OMNICELL INC COM	12,456 08	12,456 08
1,056 00	OMNICOM GROUP INC , COMMON STOCK \$ 50 PAR	47,076 48	47,076 48
713 00	OMNIVISION TECHNOLOGIES INC COM	8,723 55	8,723 55
306 00	OMNOVA SOLUTIONS INC COM	1,410 66	1,410 66
319 00	ON ASSIGNMENT INC COM	3,566 42	3,566 42
1,708 00	ON SEMICONDUCTOR CORP COM	13,185 76	13,185 76
231 00	ONCOGENEX PHARMACEUTICALS INC COM STK	2,711 94	2,711 94
527 00	ONCOTHYREON INC COM STK	3,994 66	3,994 66
218 00	ONEBEACON INSURANCE GROUP LTD COM STK USD0 01 CLASS 'A'	3,355 02	3,355 02
357 00	ONEOK INC COM STK	30,948 33	30,948 33
801 00	ONLINE RES CORP COM	1,938 42	1,938 42
732 00	ONYX PHARMACEUTICALS INC DEL COM	32,171 40	32,171 40
234 00	OPENTABLE INC COM	9,156 42	9,156 42
157 00	OPLINK COMMUNICATIONS INC COM NEW	2,585 79	2,585 79
302 00	OPPENHEIMER HLDGS INC CL A NON VTG SHS CL A NON VTG SHS	4,862 20	4,862 20
641 00	OPTIMER PHARMACEUTICALS INC COM STK	7,845 84	7,845 84
11,085 00	ORACLE CORPORATION COM	284,330 25	284,330 25
474 00	ORBITAL SCIENCES CORP COMMON STOCK	6,887 22	6,887 22
297 00	ORCHIDS PAPER PRODS CO DEL COM	5,405 40	5,405 40
572 00	ORIENTAL FINL GROUP INC COM	6,926 92	6,926 92
1,528 00	ORIENT-EXPRESS HOTELS COM	11,414 16	11,414 16
486 00	ORION MARINE GROUP INC COM.STK	3,231 90	3,231 90
387 00	ORITANI FINL CORP NEW COM STK	4,941 99	4,941 99
391 00	ORTHOFIX INTL N V COM STK USD0 10	13,774 93	13,774 93
343 00	OSHKOSH CORPORATION	7,333 34	7,333 34
380 00	OSI SYS INC COM	18,536 40	18,536 40
997 00	OSIRIS THERAPEUTICS INC NEW COM	5,333 95	5,333 95
787 00	OTTER TAIL CORP	17,329 74	17,329 74
275 00	OVERSEAS SHIPHOLDING GROUP INC COM	3,005 75	3,005 75
79 00	OVERSEAS SHIPHOLDING GROUP INC COM	863 47	863 47
434 00	OVERSTOCK COM INC DEL COM	3,402 56	3,402 56
553 00	OWENS & MINOR INC NEW COM	15,367 87	15,367 87
208 00	OWENS CORNING NEW COM STK	5,973 76	5,973 76
571 00	OWENS ILL INC COMMON STOCK NEW	11,065 98	11,065 98
177 00	OXFORD INDS INC COM	7,986 24	7,986 24
216 00	P F CHANGS CHINA BISTRO INC COM STK	6,676 56	6,676 56
1,233 00	PACCAR INC , COMMON STOCK, \$12 PAR	46,200 51	46,200 51
1,042 00	PACER INTL INC TENN COM	5,574 70	5,574 70
195 00	PACIFIC CAP BANCORP NEW COM NEW COM NEW	5,506 80	5,506 80
511 00	PACIFIC CONTL CORP COM	4,522 35	4,522 35
1,601 00	PACIFIC SUNWEAR CALIF INC COM	2,737 71	2,737 71
308 00	PACKAGING CORP AMER COM ISIN US6951561090	7,773 92	7,773 92
645 00	PACWEST BANCORP DEL COM	12,222 75	12,222 75
1,069 00	PAIN THERAPEUTICS INC COM ISIN US69562K1007	4,062 20	4,062 20
399 00	PALL CORP COMMON STOCK, \$ 25 PAR	22,802 85	22,802 85
523 00	PALOMAR MED TECHNOLOGIES INC COM NEW	4,863 90	4,863 90
423 00	PANHANDLE OIL & GAS INC CLASS A COMMON STOCK	13,878 63	13,878 63
531 00	PANTRY INC COM ISIN #US6986571031	6,356 07	6,356 07

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Quantity	Description	Book Value	Fair Market Value
433 00	PAPA JOHNS INTL INC COM	16,315 44	16,315 44
449 00	PAR PHARMACEUTICAL COS INC COM	14,695 77	14,695 77
1,336 00	PARAMETRIC TECHNOLOGY CORP COM NEW STK	24,395 36	24,395 36
1,484 00	PARAMOUNT GOLD MNG CORP COM	3,175 76	3,175 76
654 00	PAREXEL INTL CORP COM	13,563 96	13,563 96
100 00	PARK ELECTROCHEMICAL CORP COM	2,562 00	2,562 00
295 00	PARK NATL CORP COM	19,192 70	19,192 70
1,587 00	PARK STERLING CORP COM STOCK	6,474 96	6,474 96
1,212 00	PARKER DRILLING CO COM	8,690 04	8,690 04
403 00	PARKER-HANNIFIN CORP , COMMON STOCK, NO PAR	30,728 75	30,728 75
192 00	PARTNERRE HOLDING LTD COM STK	12,328 32	12,328 32
1,001 00	PATRIOT COAL CORP-STOCK DISTRIBUTION	8,478 47	8,478 47
341 00	PATTERSON COS INC COM	10,066 32	10,066 32
521 00	PATTERSON-UTI ENERGY INC COM	10,409 58	10,409 58
1,093 00	PAYCHEX INC , COMMON STOCK	32,910 23	32,910 23
1,163 00	PC-TEL INC COM	7,954 92	7,954 92
2,376 00	PDL BIOPHARMA INC COM	14,731 20	14,731 20
908 00	PEABODY ENERGY CORP COM STK	30,063 88	30,063 88
342 00	PEAPACK-GLADSTONE FINL CORP COM	3,673 08	3,673 08
725 00	PEBBLEBROOK HOTEL TR COM STK	13,905 50	13,905 50
88 00	PEETS COFFEE & TEA INC COM	5,515 84	5,515 84
298 00	PEGASYSYSTEMS INC COM	8,761 20	8,761 20
226 00	PENN NATL GAMING INC COM	8,603 82	8,603 82
367 00	PENN VA CORP COM	1,941 43	1,941 43
814 00	PENNANTPARK INVT CORP COM	8,213 26	8,213 26
755 00	PENNEY, J C CO , INC , COMMON STOCK, \$ 50 PAR	26,538 25	26,538 25
1,000 00	PENNSYLVANIA REAL ESTATE INVT TR SH BEN INT SH BEN INT	10,440 00	10,440 00
901 00	PENSKE AUTOMOTIVE GROUP INC COM STK	17,344 25	17,344 25
333 00	PENTAIR INC , COMMON STOCK, \$ 16 2/3 PAR	11,085 57	11,085 57
404 00	PEOPLES BANCORP INC COM STK	5,983 24	5,983 24
74 00	PEOPLES UTD FINL INC COM	950 90	950 90
443 00	PEP BOYS-MANNY, MOE & JACK, COMMON STOCK, \$1 PAR	4,873 00	4,873 00
747 00	PEPCO HLDGS INC COM	15,164 10	15,164 10
6,872 00	PEPSICO INC COM	455,957 20	455,957 20
4,612 00	PEPSICO INC COM	306,006 20	306,006 20
2,033 00	PEREGRINE PHARMACEUTICALS INC COM NEW COM NEW	2,093 99	2,093 99
748 00	PERFICIENT INC COM STK	7,487 48	7,487 48
611 00	PERICOM SEMICONDUCTOR CORP COM	4,649 71	4,649 71
396 00	PERKINELMER INC COM	7,920 00	7,920 00
2,066 00	PERMA-FIX ENVIRONMENTAL SVCS INC COM	3,202 30	3,202 30
270 00	PERRIGO CO COM	26,271 00	26,271 00
598 00	PETMED EXPRESS INC COM STK	6,207 24	6,207 24
410 00	PETROLEUM DEV CORP COMMON STOCK	14,395 10	14,395 10
1,048 00	PETROQUEST ENERGY INC COM	6,916 80	6,916 80
428 00	PETSMART INC COMMON STOCK	21,952 12	21,952 12
22,995 00	PFIZER INC COM	497,611 80	497,611 80
11,239 00	PFIZER INC COM	243,211 96	243,211 96
12,142 00	PFIZER INC COM	262,752 88	262,752 88
1,251 00	PG& E CORP COMMON STOCK	51,566 22	51,566 22
582 00	PHARMACYCLICS INC COM	8,625 24	8,625 24
372 00	PHARMERICA CORP COM STK	5,646 96	5,646 96
592 00	PHH CORP COM NEW COM NEW	6,334 40	6,334 40
467 00	PHI INC COM NON VTG	11,604 95	11,604 95

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
5,330 00	PHILIP MORRIS INTL COM STK NPV	418,298 40	418,298 40
15,255 00	PHILIP MORRIS INTL COM STK NPV	1,197,212 40	1,197,212 40
5,051 00	PHILIP MORRIS INTL COM STK NPV	396,402 48	396,402 48
2,994 00	PHOENIX COS INC NEW COM	5,029 92	5,029 92
1,059 00	PHOTRONICS INC COM	6,438 72	6,438 72
429 00	PICO HLDGS INC COM NEW STK	8,828 82	8,828 82
578 00	PIEDMONT NAT GAS INC COM	19,640 44	19,640 44
1,339 00	PIER 1 IMPORTS INC COM	18,652 27	18,652 27
297 00	PILGRIMS PRIDE CORP	1,710 72	1,710 72
606 00	PINNACLE ENTMT INC COM	6,156 96	6,156 96
621 00	PINNACLE FINL PARTNERS INC COM	10,029 15	10,029 15
343 00	PINNACLE WEST CAPITAL CORP COMMON STOCK	16,525 74	16,525 74
2,330 00	PINNACLE WEST CAPITAL CORP COMMON STOCK	112,259 40	112,259 40
694 00	PIONEER DRILLING CO COM STK	6,717 92	6,717 92
387 00	PIONEER NATURAL RESOURCES CO COMMON STK	34,628 76	34,628 76
56 00	PIPER JAFFRAY COS COM	1,131 20	1,131 20
494 00	PITNEY BOWES INC , COMMON STOCK, \$2 PAR	9,158 76	9,158 76
408 00	PLAINS EXPL & PRODTN CO COM	14,981 76	14,981 76
526 00	PLANTRONICS INC NEW COM	18,746 64	18,746 64
357 00	PLATINUM UNDERWRITERS HLDGS INC COM USD0 01	12,177 27	12,177 27
445 00	PLEXUS CORP COM	12,184 10	12,184 10
2 00	PLUM CREEK TIMBER CO INC COM	73 12	73 12
1,373 00	PLX TECHNOLOGY INC COM	3,940 51	3,940 51
1,096 00	PMC SIERRA INC COMMON STOCK	6,038 96	6,038 96
567 00	PMFG INC COM STK	11,062 17	11,062 17
2,525 00	PMI GROUP INC COMMON STOCK	68 42	68 42
1,896 00	PNC FINANCIAL SERVICES GROUP COM STK	109,342 32	109,342 32
1,723 00	PNM RES INC COM	31,410 29	31,410 29
204 00	POLARIS INDS INC COM	11,419 92	11,419 92
1,189 00	POLYONE CORP COM	13,732 95	13,732 95
483 00	POLYPORE INTL INC COM	21,247 17	21,247 17
499 00	POOL CORP COM STK	15,019 90	15,019 90
2,272 00	POPULAR INC COM	3,158 08	3,158 08
334 00	PORTFOLIO RECOVERY ASSOCS INC COM	22,551 68	22,551 68
529 00	PORTLAND GEN ELEC CO COM NEW STK	13,378 41	13,378 41
882 00	POST PPTYS INC REIT	38,561 04	38,561 04
790 00	POTLATCH CORP NEW REIT	24,576 90	24,576 90
191 00	POWELL INDS INC COM	5,974 48	5,974 48
206 00	POWER INTEGRATIONS INC COM	6,830 96	6,830 96
1,441 00	POWER ONE INC NEW COM USD0 001	5,634 31	5,634 31
638 00	POWERSECURE INTL INC COM STK	3,158 10	3,158 10
432 00	POWERWAVE TECHNOLOGIES INC COM NEW	898 56	898 56
720 00	POZEN INC COM	2,844 00	2,844 00
558 00	PPG INDUSTRIES INC , COMMON STOCK, \$1 66 2/3 PAR	46,587 42	46,587 42
1,277 00	PPL CORP COM ISIN US69351T1060	37,569 34	37,569 34
729 00	PRAXAIR INC COMMON STOCK	77,930 10	77,930 10
1,047 00	PRAXAIR INC COMMON STOCK	111,924 30	111,924 30
494 00	PRECISION CASTPARTS CORP COM	81,406 26	81,406 26
662 00	PREMIERE GLOBAL SVCS INC COM	5,607 14	5,607 14
474 00	PRESIDENTIAL LIFE CORP COM	4,735 26	4,735 26
862 00	PRESTIGE BRANDS HLDGS INC COM	9,714 74	9,714 74
867 00	PRICE T ROWE GROUP INC COM	49,375 65	49,375 65
141 00	PRICELINE COM INC COM NEW STK	65,947 11	65,947 11

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Quantity	Description	Book Value	Fair Market Value
402 00	PRICESMART INC COM STK	27,975 18	27,975 18
451 00	PRIMERICA INC COM	10,481 24	10,481 24
844 00	PRINCIPAL FINL GROUP INC COM STK	20,762 40	20,762 40
485 00	PRIVATEBANCORP INC COM	5,325 30	5,325 30
286 00	PROASSURANCE CORP COM	22,828 52	22,828 52
2,894 00	PROCTER & GAMBLE COM NPV	193,058 74	193,058 74
8,316 00	PROCTER & GAMBLE COM NPV	554,760 36	554,760 36
3,610 00	PROCTER & GAMBLE COM NPV	240,823 10	240,823 10
2,153 00	PROGRESS ENERGY INC COM	120,611 06	120,611 06
947 00	PROGRESS ENERGY INC COM	53,050 94	53,050 94
738 00	PROGRESS SOFTWARE CORP COM	14,280 30	14,280 30
2,313 00	PROGRESSIVE CORP , OHIO, COMMON STOCK, \$1 PAR	45,126 63	45,126 63
1,167 00	PROLOGIS INC COM	33,364 53	33,364 53
272 00	PROS HLDGS INC COM	4,047 36	4,047 36
1,021 00	PROSPECT CAP CORP COM	9,485 09	9,485 09
504 00	PROSPERITY BANCSHARES INC COM	20,336 40	20,336 40
467 00	PROTALIX BIOTHERAPEUTICS INC COM STK	2,302 31	2,302 31
437 00	PROTECTIVE LIFE CORP , COMMON STOCK	9,858 72	9,858 72
492 00	PROVIDENT FINL SVCS INC COM	6,587 88	6,587 88
1,584 00	PRUDENTIAL FINL INC COM	79,390 08	79,390 08
300 00	PS BUSINESS PKS INC CALIF COM	16,629 00	16,629 00
565 00	PSS WORLD MED INC COM	13,667 35	13,667 35
925 00	PUBLIC SERVICE ENTERPRISE GROUP INC , COMMON STOCK	30,534 25	30,534 25
582 00	PUBLIC STORAGE COM	78,255 72	78,255 72
1,055 00	PULSE ELECTRONICS CORP	2,954 00	2,954 00
1,304 00	PULTE GROUP INC	8,228 24	8,228 24
175 00	PVH CORP COM USD1	12,335 75	12,335 75
936 00	PZENA INVT MGMT INC CL A SHS	4,052 88	4,052 88
591 00	QEP RES INC COM STK	17,316 30	17,316 30
17,984 00	QIAGEN N V COMMON STOCK	248,359 04	248,359 04
766 00	QLIK TECHNOLOGIES INC COM STK	18,537 20	18,537 20
403 00	QLOGIC CORP COM	6,045 00	6,045 00
231 00	QUAD / GRAPHICS INC COM STK	3,312 54	3,312 54
344 00	QUAKER CHEM CORP COM	13,378 16	13,378 16
4,757 00	QUALCOMM INC COM	260,207 90	260,207 90
4,210 00	QUALCOMM INC COM	230,287 00	230,287 00
392 00	QUALITY SYS INC COM STK	14,500 08	14,500 08
278 00	QUANEX BLDG PRODS CORP COM STK	4,175 56	4,175 56
15 00	QUANTA SVCS INC COM	323 10	323 10
4,173 00	QUANTUM CORP DSSG COM	10,015 20	10,015 20
131 00	QUEST DIAGNOSTICS INC COM	7,605 86	7,605 86
627 00	QUEST SOFTWARE INC COM ISIN US74834T1034	11,662 20	11,662 20
591 00	QUESTAR CORP , COMMON STOCK, \$5 PAR	11,737 26	11,737 26
705 00	QUESTCOR PHARMACEUTICALS INC COM	29,313 90	29,313 90
538 00	QUICKSILVER RES INC COM	3,609 98	3,609 98
609 00	QUIDEL CORP COM	9,214 17	9,214 17
3,012 00	QUICKSILVER INC COM	10,873 32	10,873 32
754 00	RACKSPACE HOSTING INC COM STK	32,429 54	32,429 54
2,274 00	RADIAN GROUP INC COM	5,321 16	5,321 16
425 00	RADIOSHACK CORP COM	4,126 75	4,126 75
416 00	RADISYS CORP COM	2,104 96	2,104 96
136 00	RAILAMERICA INC COM	2,025 04	2,025 04
825 00	RAIT FINL TR COM NEW	3,918 75	3,918 75

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Quantity	Description	Book Value	Fair Market Value
186 00	RALPH LAUREN CORP CL A CL A	25,682 88	25,682 88
1,452 00	RAMBUS INC DEL COM	10,962 60	10,962 60
884 00	RAMCO-GERSHENSON PPTYS TR COM SH BEN INTCOM SH BEN INT	8,689 72	8,689 72
531 00	RANGE RES CORP COM	32,890 14	32,890 14
668 00	RAPTOR PHARMACEUTICAL CORP COM STK	4,181 68	4,181 68
150 00	RAVEN INDS INC COM STOCK	9,285 00	9,285 00
332 00	RAYMOND JAMES FINANCIAL INC COMMON STK	10,278 72	10,278 72
402 00	RAYONIER INC REIT	17,941 26	17,941 26
634 00	RAYTHEON CO USD0 01	30,672 92	30,672 92
187 00	RBC BEARINGS INC COM	7,797 90	7,797 90
405 00	REALD INC COM	3,215 70	3,215 70
501 00	REALNETWORKS INC COM NEW	3,757 50	3,757 50
163 00	REALPAGE INC COM STK	4,119 01	4,119 01
228 00	REALTY INCOME CORP COM	7,970 88	7,970 88
641 00	RED HAT INC COM	26,466 89	26,466 89
372 00	RED ROBIN GOURMET BURGERS INC COM	10,304 40	10,304 40
526 00	REDWOOD TR INC COM	5,354 68	5,354 68
271 00	REGENCY CTRS CORP COM	10,195 02	10,195 02
306 00	REGENERON PHARMACEUTICALS INC COM	16,961 58	16,961 58
3,923 00	REGIONS FINL CORP NEW COM	16,868 90	16,868 90
520 00	REGIS CORP MINN COM	8,606 00	8,606 00
174 00	REINSURANCE GROUP AMER INC COM NEW STK	9,091 50	9,091 50
213 00	RELIANCE STL & ALUM CO COMMON STOCK	10,370 97	10,370 97
211 00	RENAISSANCE RE HLDGS LTD COMMON STOCK	15,692 07	15,692 07
622 00	RENASANT CORP COM	9,330 00	9,330 00
754 00	RENT A CTR INC NEW COM	27,898 00	27,898 00
120 00	RENTRAK CORP COM	1,713 60	1,713 60
831 00	REPLIGEN CORP COM STK USD0 01	2,883 57	2,883 57
1,001 00	REPUBLIC AWYS HLDGS INC COM USD0 001	3,433 43	3,433 43
1,272 00	REPUBLIC SVCS INC COM	35,043 60	35,043 60
512 00	RESMED INC COM	13,004 80	13,004 80
786 00	RESOLUTE ENERGY CORP COM	8,488 80	8,488 80
133 00	RESOURCE CAP CORP COM	746 13	746 13
895 00	RESOURCES CONNECTION INC COM	9,478 05	9,478 05
1,026 00	RETAIL OPPORTUNITY INVTs CORP COM STK	12,147 84	12,147 84
280 00	REVLON INC CL A NEW COM STK	4,163 60	4,163 60
775 00	REX ENERGY CORP COM STK	11,439 00	11,439 00
1,014 00	REYNOLDS AMERICAN INC COM	41,999 88	41,999 88
12,636 00	REYNOLDS AMERICAN INC COM	523,383 12	523,383 12
3,091 00	RF MICRO DEVICES INC COM	16,691 40	16,691 40
833 00	RIGEL PHARMACEUTICALS INC COM NEW STK	6,572 37	6,572 37
379 00	RIMAGE CORP COM	4,263 75	4,263 75
3,311 00	RITE AID CORP , COMMON STOCK, \$1 PAR	4,171 86	4,171 86
632 00	RIVERBED TECHNOLOGY INC COM	14,852 00	14,852 00
371 00	RLI CORP COM	27,031 06	27,031 06
494 00	ROBBINS & MYERS INC COM	23,983 70	23,983 70
519 00	ROBERT HALF INTL INC COM	14,770 74	14,770 74
197 00	ROCK-TENN CO CL A CL A	11,366 90	11,366 90
118 00	ROCK-TENN CO CL A CL A	6,808 60	6,808 60
481 00	ROCKWELL AUTOMATION	35,290 97	35,290 97
312 00	ROCKWELL COLLINS INC COM	17,275 44	17,275 44
212 00	ROCKWOOD HLDGS INC COM	8,346 44	8,346 44
279 00	ROFIN SINAR TECHNOLOGIES INC COM	6,375 15	6,375 15



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Quantity	Description	Book Value	Fair Market Value
144 00	ROGERS CORP COM	5,307 84	5,307 84
720 00	ROLLINS INC COM	15,998 40	15,998 40
307 00	ROPER INDS INC NEW COM	26,669 09	26,669 09
675 00	ROSETTA RES INC COM	29,362 50	29,362 50
860 00	ROSS STORES INC COM	40,875 80	40,875 80
343 00	ROVI CORP COM	8,430 94	8,430 94
384 00	ROWAN COMPANIES, INC , COMMON STOCK, \$ 125 PAR	11,646 72	11,646 72
444 00	ROYAL CARIBBEAN CRUISES COM STK	10,997 88	10,997 88
266 00	RPC INC COM	4,854 50	4,854 50
436 00	RPM INTERNATIONAL INC	10,703 80	10,703 80
1,602 00	RTI BIOLOGICS INC COM STK	7,112 88	7,112 88
541 00	RTI INTL METALS INC COM	12,556 61	12,556 61
391 00	RUBICON TECHNOLOGY INC COM MON STK	3,671 49	3,671 49
1,173 00	RUBY TUESDAY INC COM	8,093 70	8,093 70
184 00	RUDOPH TECHNOLOGIES INC COM	1,703 84	1,703 84
113 00	RUE21 INC COM	2,440 80	2,440 80
274 00	RUSH ENTERPRISES INC CL A CL A	5,732 08	5,732 08
189 00	RYDER SYSTEM, INC , COMMON STOCK, \$ 75 PAR	10,043 46	10,043 46
378 00	RYLAND GROUP, INC , COMMON STOCK, \$1 PAR	5,957 28	5,957 28
346 00	S & T BANCORP INC COM STK	6,764 30	6,764 30
357 00	SABRA HEALTH CARE REIT INC COM STOCK	4,316 13	4,316 13
170 00	SAFEGUARD SCIENTIFICS INC COM NEW COM NEW	2,684 30	2,684 30
37 00	SAFETY INS GROUP INC COM	1,497 76	1,497 76
1,200 00	SAFEWAY INC COMMON STOCK NEW	25,248 00	25,248 00
445 00	SAIA INC COM STK	5,553 60	5,553 60
1,734 00	SAKS INC COM	16,906 50	16,906 50
408 00	SALESFORCE COM INC COM STK	41,395 68	41,395 68
730 00	SALIX PHARMACEUTICALS LTD COM DELAWARE	34,930 50	34,930 50
525 00	SALLY BEAUTY HLDGS INC COM STK	11,093 25	11,093 25
211 00	SANDERSON FARMS INC COM	10,577 43	10,577 43
770 00	SANDISK CORP COM	37,891 70	37,891 70
1,164 00	SANDRIDGE ENERGY INC COM	9,498 24	9,498 24
500 00	SANDY SPRING BANCORP INC CMT-COM	8,775 00	8,775 00
1,209 00	SANGAMO BIOSCIENCES INC COM STK	3,433 56	3,433 56
765 00	SANMINA-SCI CORP COM NEW COM NEW	7,122 15	7,122 15
2,016 00	SANTARUS INC COM	6,672 96	6,672 96
1,677 00	SAPIENT CORP COM	21,130 20	21,130 20
2,363 00	SARA LEE CORP COM	44,707 96	44,707 96
1,480 00	SATCON TECHNOLOGY CORP COM	888 14	888 14
215 00	SAUER-DANFOSS INC COM	7,785 15	7,785 15
900 00	SAVIENT PHARMACEUTICALS INC COM STK	2,007 00	2,007 00
395 00	SBA COMMUNICATIONS CORP CL A COM	16,969 20	16,969 20
413 00	SCANA CORP NEW COM	18,609 78	18,609 78
2,330 00	SCANA CORP NEW COM	104,989 80	104,989 80
527 00	SCANSOURCE INC COM	18,972 00	18,972 00
394 00	SCBT FINL CORP COM	11,429 94	11,429 94
306 00	SCHEIN HENRY INC COM	19,715 58	19,715 58
3,894 00	SCHLUMBERGER LTD COM COM	265,999 14	265,999 14
2,398 00	SCHLUMBERGER LTD COM COM	163,807 38	163,807 38
72 00	SCHNITZER STEEL INDS INC CL A	3,044 16	3,044 16
531 00	SCHOLASTIC CORP COM	15,914 07	15,914 07
473 00	SCHOOL SPECIALTY INC WI COM	1,182 50	1,182 50
578 00	SCHULMAN A INC COM	12,242 04	12,242 04

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Quantity	Description	Book Value	Fair Market Value
3,225 00	SCHWAB CHARLES CORP COMMON STOCK NEW	38,313 50	38,313 50
856 00	SCHWAB CHARLES CORP COMMON STOCK NEW	9,638 56	9,638 56
168 00	SCHWEITZER-MAUDUIT INTL INC COM	11,165 28	11,165 28
396 00	SCIENTIFIC GAMES CORP	3,841 20	3,841 20
142 00	SCOTTS MIRACLE-GRO CLASS'A'COM NPV	6,629 98	6,629 98
1,041 00	SCRIPPS E W CO OHIO CL A NEW COM STK	8,338 41	8,338 41
298 00	SCRIPPS NETWORKS INTERACTIVE INC CL A COM STK	12,641 16	12,641 16
7 00	SEABOARD CORP DEL COM	14,252 00	14,252 00
814 00	SEABRIGHT HOLDINGS INC	6,227 10	6,227 10
957 00	SEACHANGE INTL INC COM	6,727 71	6,727 71
2,689 00	SEACOAST BKG CORP FLA COM	4,087 28	4,087 28
538 00	SEALED AIR CORP NEW COM STK	9,258 98	9,258 98
169 00	SEARS HLDGS CORP COM	5,370 82	5,370 82
1,584 00	SEATTLE GENETICS INC COM	26,476 56	26,476 56
411 00	SEI INVTS CO COM	7,130 85	7,130 85
1,113 00	SELECT COMFORT CORP OC-CAP STK OC-CAP STK	24,140 97	24,140 97
1,145 00	SELECT MED HLDGS CORP COM	9,709 60	9,709 60
386 00	SELECTIVE INS GROUP INC COM	6,843 78	6,843 78
339 00	SEMGROUP CORP CL A CL A	8,834 34	8,834 34
927 00	SEMPRA ENERGY INC COM STK	50,985 00	50,985 00
657 00	SEMTECH CORP COM	16,306 74	16,306 74
314 00	SENECA FOODS CORP NEW CL A	8,107 48	8,107 48
332 00	SENIOR HSG PPTYS TR SH BEN INT SH BEN INT	7,450 08	7,450 08
492 00	SENSIENT TECHNOLOGIES CORP COM	18,646 80	18,646 80
1,434 00	SEQUENOM INC COM NEW STK	6,381 30	6,381 30
912 00	SERVICE CORPORATION INTERNATIONAL, COMMON STOCK, \$1 PAR	9,712 80	9,712 80
17,700 00	SGS SA	293,289 00	293,289 00
283 00	SHAW GROUP INC COM	7,612 70	7,612 70
562 00	SHENANDOAH TELECOMMUNICATIONS CO CDT-COMCDT-COM	5,889 78	5,889 78
336 00	SHERWIN-WILLIAMS CO, COMMON STOCK, \$6 25 PAR	29,994 72	29,994 72
865 00	SHIP FINANCE INTERNATIONAL COMMON STK	8,079 10	8,079 10
372 00	SHORETEL INC COM	2,373 36	2,373 36
456 00	SHUFFLE MASTER INC COM	5,344 32	5,344 32
494 00	SHUTTERFLY INC COM	11,243 44	11,243 44
699 00	SIERRA BANCORP COM STK	6,151 20	6,151 20
662 00	SIGA TECHNOLOGIES INC COM	1,668 24	1,668 24
606 00	SIGMA DESIGNS INC COM	3,636 00	3,636 00
414 00	SIGMA-ALDRICH, CORP, COMMON STOCK, \$1 PAR	25,858 44	25,858 44
453 00	SIGNATURE BK NEW YORK N Y COM	27,175 47	27,175 47
289 00	SIGNET JEWELERS LTD ORD USD 0 18	12,704 44	12,704 44
267 00	SILGAN HLDGS INC COM	10,316 88	10,316 88
306 00	SILICON GRAPHICS INTL CORP COM	3,506 76	3,506 76
982 00	SILICON IMAGE INC COM STK	4,615 40	4,615 40
151 00	SILICON LABORATORIES INC COM	6,556 42	6,556 42
422 00	SIMMONS 1ST NATL CORP CL A \$5 PAR	11,474 18	11,474 18
900 00	SIMON PROPERTY GROUP INC COM	116,046 00	116,046 00
758 00	SIMPSON MFG INC COMMON STOCK	25,514 28	25,514 28
579 00	SINCLAIR BROADCAST GROUP INC CL A	6,560 07	6,560 07
11,208 00	SIRIUS XM RADIO INC COM STK	20,398 56	20,398 56
207 00	SIRONA DENTAL SYS INC COM STK	9,116 28	9,116 28
350 00	SIX FLAGS ENTMT CORP NEW COM	14,434 00	14,434 00
420 00	SJW CORP COM	9,928 80	9,928 80
340 00	SKECHERS U S A INC CL A CL A ISIN #US8305661055	4,120 80	4,120 80

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Quantity	Description	Book Value	Fair Market Value
449 00	SKYWEST INC COM	5,652 91	5,652 91
117 00	SKYWORKS SOLUTIONS INC COM	1,897 74	1,897 74
260 00	SL GREEN RLTY CORP COM STK	17,326 40	17,326 40
1,588 00	SLM CORP COM	21,279.20	21,279 20
211 00	SM ENERGY CO COM	15,424 10	15,424 10
1,540 00	SMART BALANCE INC COM STK	8,254 40	8,254 40
1,217 00	SMITH & WESSON HLDG CORP COM	5,306 12	5,306 12
654 00	SMITH A O CORP COM	26,238 48	26,238 48
673 00	SMITH MICRO SOFTWARE INC COM STK	760 49	760 49
412 00	SMITHFIELD FOODS INC COM	10,003 36	10,003 36
402 00	SMUCKER J M CO COM NEW COM NEW	31,424 34	31,424 34
195 00	SNAP-ON INC COM	9,870 90	9,870 90
157 00	SNYDERS-LANCE INC COM	3,532 50	3,532 50
40 00	SOLAR CAP LTD COM STK	883 60	883 60
503 00	SOLARWINDS INC COM	14,058 85	14,058 85
388 00	SOLUTIA INC COM NEW COM NEW	6,704 64	6,704 64
675 00	SOLUTIA INC COM NEW COM NEW	11,664 00	11,664 00
547 00	SONIC AUTOMOTIVE INC CL A	8,101 07	8,101 07
369 00	SONIC CORP COM	2,483 37	2,483 37
331 00	SONOCO PRODUCTS CO , COMMON STOCK, \$1 25 PAR	10,909 76	10,909 76
4,102 00	SONUS NETWORKS INC COM ISIN US8359161077	9,844 80	9,844 80
858 00	SOTHEBYS HLDGS INC CL A (DELAWARE)	24,478 74	24,478 74
582 00	SOURCEFIRE INC COM	18,845 16	18,845 16
573 00	SOUTH JERSEY INDS INC COM	32,552 13	32,552 13
4,977 00	SOUTHERN CO , COMMON STOCK, \$5 PAR	230,385 33	230,385 33
2,839 00	SOUTHERN CO , COMMON STOCK, \$5 PAR	131,417 31	131,417 31
523 00	SOUTHERN COPPER CORP DEL COM	15,784 14	15,784 14
460 00	SOUTHSIDE BANCSHARES INC CMT-COM CMT-COM	9,963 60	9,963 60
2,516 00	SOUTHWEST AIRLINES CO , COMMON STOCK, \$1PAR	21,536 96	21,536 96
49 00	SOUTHWEST AIRLINES CO , COMMON STOCK, \$1PAR	419 44	419 44
80 00	SOUTHWEST BANCORP INC OKLA COM	476 80	476 80
862 00	SOUTHWEST GAS CORP COM	36,626 38	36,626 38
665 00	SOUTHWESTERN ENERGY CO COM	21,240 10	21,240 10
535 00	SOVRAN SELF STORAGE INC COM	22,828 45	22,828 45
267 00	SPANSION INC COM CL A	2,210 76	2,210 76
722 00	SPARTAN MTRS INC COM	3,472 82	3,472 82
643 00	SPARTAN STORES INC COM	11,895 50	11,895 50
902 00	SPARTECH CORP COM NEW	4,266 46	4,266 46
1,554 00	SPECTRA ENERGY CORP COM STK	47,785 50	47,785 50
1,241 00	SPECTRANETICS CORP COM	8,960 02	8,960 02
876 00	SPECTRUM PHARMACEUTICALS INC COM	12,815 88	12,815 88
363 00	SPIRIT AEROSYSTEMS HLDGS INC CL A	7,543 14	7,543 14
8,392 00	SPRINT NEXTEL CORP	19,637 28	19,637 28
166 00	SPX CORP COM	10,004 82	10,004 82
314 00	ST JOE CO COM	4,603 24	4,603 24
1,116 00	ST JUDE MED INC COM	38,278 80	38,278 80
400 00	STAGE STORES INC COM NEW COM NEW	5,556 00	5,556 00
135 00	STAMPS COM INC COM NEW	3,527 55	3,527 55
166 00	STANCORP FINL GROUP INC COM	6,100 50	6,100 50
187 00	STANDARD MICROSYSTEMS CORP COM	4,818 99	4,818 99
611 00	STANDARD MTR PRODS INC COM	12,250 55	12,250 55
2,463 00	STANDARD PAC CORP NEW COM	7,832 34	7,832 34
78 00	STANDEX INTL CORP COM	2,665 26	2,665 26

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Quantity	Description	Book Value	Fair Market Value
457 00	STANLEY BLACK & DECKER INC COM	30,893 20	30,893 20
1,498 00	STAPLES INC COM	20,807 22	20,807 22
1,029 00	STAR SCIENTIFIC INC COM STK	2,243 22	2,243 22
2,500 00	STARBUCKS CORP COM	115,025 00	115,025 00
8,422 00	STARBUCKS CORP COM	387,496 22	387,496 22
634 00	STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK	30,412 98	30,412 98
968 00	STARWOOD PROPERTY TRUST INC COM REIT	17,917 68	17,917 68
1,397 00	STATE STR CORP COM	56,313 07	56,313 07
488 00	STEC INC COM STK	4,191 92	4,191 92
618 00	STEEL DYNAMICS INC COM	8,126 70	8,126 70
751 00	STEELCASE INC CL A COM	5,602 46	5,602 46
601 00	STEIN MART INC COM	4,092 81	4,092 81
342 00	STEINER LEISURE LTD COM STK USD0 01	15,523 38	15,523 38
731 00	STELLARONE CORP COM STK	8,318 78	8,318 78
179 00	STEPAN CO COM	14,348 64	14,348 64
261 00	STERICYCLE INC COM	20,337 12	20,337 12
543 00	STERIS CORP COM	16,192 26	16,192 26
283 00	STERLING CONSTR INC COM	3,047 91	3,047 91
340 00	STERLING FINL CORP WASH COM NEW COM NEW	5,678 00	5,678 00
1,835 00	STEWART ENTERPRISES INC CL A COMMON STOCK	10,569 60	10,569 60
411 00	STEWART INFORMATION SVCS CORP COM	4,747 05	4,747 05
587 00	STIFEL FINL CORP COM	18,813 35	18,813 35
805 00	STILLWATER MNG CO COM	8,420 30	8,420 30
552 00	STONE ENERGY CORP COM	14,561 76	14,561 76
125 00	STR HLDGS INC COM	1,028 75	1,028 75
212 00	STRATASYS INC COM	6,446 92	6,446 92
2,976 00	STRATEGIC HOTELS & RESORTS INC COM	15,981 12	15,981 12
185 00	STRAYER ED INC COM	17,980 15	17,980 15
644 00	STRYKER CORP	32,013 24	32,013 24
519 00	STURM RUGER & CO INC COM	17,365 74	17,365 74
381 00	SUFFOLK BANCORP COM	4,110 99	4,110 99
345 00	SUMMIT HOTEL PROPERTIES INC COM	3,256 80	3,256 80
551 00	SUN COMMUNITIES INC COMMON STOCK	20,128 03	20,128 03
357 00	SUN HEALTHCARE GROUP INC NEW COM STOCK	1,385 16	1,385 16
141 00	SUN HYDRAULICS CORP COM	3,303 63	3,303 63
1,369 00	SUN TRUST BANKS, INC, COMMON STOCK \$2 50 PAR	24,231 30	24,231 30
397 00	SUNOCO INC COM	16,284 94	16,284 94
20 00	SUNPOWER CORP COM	124 60	124 60
1,216 00	SUNRISE SENIOR LIVING	7,879 68	7,879 68
1,685 00	SUNSTONE HOTEL INVS INC NEW COM	13,732 75	13,732 75
611 00	SUPER MICRO COMPUTER INC COM	9,580 48	9,580 48
289 00	SUPERIOR ENERGY SVCS INC COM	8,219 16	8,219 16
180 00	SUPERIOR INDS INTL INC COM	2,977 20	2,977 20
2,025 00	SUSQUEHANNA BANCSHARES INC PA COM STK	16,969 50	16,969 50
278 00	SUSSER HLDGS CORP COM STK	6,288 36	6,288 36
468 00	SVB FINL GROUP COM	22,318 92	22,318 92
619 00	SWIFT ENERGY CO COM	18,396 68	18,396 68
807 00	SWIFT TRANSN CO CL A CL A COM STK	6,649 68	6,649 68
773 00	SWISHER HYGIENE INC COM	2,891 02	2,891 02
589 00	SWS GROUP INC COM	4,046 43	4,046 43
382 00	SYCAMORE NETWORKS INC COM NEW COM NEW	6,837 80	6,837 80
787 00	SYKES ENTERPRISES INC COM	12,324 42	12,324 42
1,534 00	SYMANTEC CORP COM STOCK	24,007 10	24,007 10

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Quantity	Description	Book Value	Fair Market Value
384 00	SYMETRA FINL CORP COM	3,482 88	3,482 88
1,326 00	SYMMETRICOM INC DEL	7,147 14	7,147 14
855 00	SYMMETRY MED INC COM STK	6,831 45	6,831 45
244 00	SYNAPTICS INC COM	7,356 60	7,356 60
472 00	SYNCHRONOSS TECHNOLOGIES INC COM STK	14,259 12	14,259 12
456 00	SYNERON MEDICAL LTD COM	5,047 92	5,047 92
382 00	SYNNEX CORP COM STK	11,635 72	11,635 72
489 00	SYNOPSIS INC COM	13,300 80	13,300 80
1,672 00	SYNOVUS FINL CORP COMMON STOCK	2,357 52	2,357 52
196 00	SYNTEL INC COM	9,166 92	9,166 92
459 00	SYNUTRA INTL INC COM STK	2,322 54	2,322 54
2,930 00	SYSCO CORP , COMMON STOCK, \$1 PAR	85,936 90	85,936 90
1,083 00	SYSCO CORP , COMMON STOCK, \$1 PAR	31,764 39	31,764 39
740 00	TAKE-TWO INTERACTIVE SOFTWARE INC CDT-COM CDT-COM	10,027 00	10,027 00
403 00	TAL INTL GROUP INC COM STK	11,602 37	11,602 37
736 00	TANGER FACTORY OUTLET CTRS INC COM	21,579 52	21,579 52
305 00	TARGACEPT INC COM	1,698 85	1,698 85
1,803 00	TARGET CORP COM STK	92,349 66	92,349 66
1,604 00	TASER INTL INC COM	8,212 48	8,212 48
186 00	TAUBMAN CTRS INC COM	11,550 60	11,550 60
730 00	TCF FINANCIAL CORP COMMON STOCK	7,533 60	7,533 60
888 00	TD AMERITRADE HLDG CORP COM STK	13,897 20	13,897 20
146 00	TEAM INC COM STK	4,343 50	4,343 50
170 00	TECH DATA CORP , COMMON STOCK	8,399 70	8,399 70
126 00	TECHNE CORP COM	8,600 76	8,600 76
723 00	TECO ENERGY, INC , COMMON STOCK, NO PAR	13,838 22	13,838 22
5,365 00	TECO ENERGY, INC , COMMON STOCK, NO PAR	102,686 10	102,686 10
572 00	TECUMSEH PRODS CO CL A	2,688 40	2,688 40
237 00	TEEKAY CORP COM	6,335 01	6,335 01
864 00	TEEKAY TANKERS LTD COM STK	3,041 28	3,041 28
271 00	TEJON RANCH CO COM	6,634 08	6,634 08
927 00	TELECOMMUNICATION SYS INC CL A	2,178 45	2,178 45
386 00	TELEDYNE TECHNOLOGIES INC COM	21,172 10	21,172 10
135 00	TELEFLEX INC , COMMON STOCK, \$1 PAR	8,274 15	8,274 15
645 00	TELETECH HLDGS INC COM	10,449 00	10,449 00
1,344 00	TELLABS, INC , COMMON STOCK, NO PAR	5,429 76	5,429 76
194 00	TEMPUR-PEDIC INTL INC COM	10,190 82	10,190 82
1,773 00	TENET HEALTHCARE CORP COM	9,095 49	9,095 49
242 00	TENNANT CO COM	9,406 54	9,406 54
777 00	TENNECO INC	23,139 06	23,139 06
332 00	TERADATA CORP DEL COM STK	16,105 32	16,105 32
728 00	TERADYNE INC COM	9,922 64	9,922 64
198 00	TEREX CORP NEW COM	2,674 98	2,674 98
437 00	TERRENO RLTY CORP	6,616 18	6,616 18
800 00	TESCO CORP COM	10,112 00	10,112 00
314 00	TESORO CORP	7,335 04	7,335 04
371 00	TESSERA TECHNOLOGIES INC COM STK	6,214 25	6,214 25
593 00	TETRA TECH INC NEW COM	12,802 87	12,802 87
804 00	TETRA TECHNOLOGIES INC DEL COM	7,509 36	7,509 36
819 00	TEXAS CAP BANCSHARES INC COM	25,069 59	25,069 59
201 00	TEXAS INDS INC COM	6,186 78	6,186 78
3,213 00	TEXAS INSTRUMENTS INC COM	93,530 43	93,530 43
994 00	TEXAS ROADHOUSE INC COMMON STOCK	14,810 60	14,810 60

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Form 990-PF, Part II, Line 10a, 10b, &amp; 10c and 13

Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
982 00	TEXTRON, INC , COMMON STOCK, \$ 25 PAR	18,157 18	18,157 18
281 00	TFS FINL CORP COM STK	2,517 76	2,517 76
976 00	THE JONES GROUP INC COMMON STOCK	10,296 80	10,296 80
900 00	THE LIMITED BRANDS	36,315 00	36,315 00
199 00	THE MADISON SQUARE GARDEN COMPANY	5,699 36	5,699 36
573 00	THE MEN'S WEARHOUSE INC COMMOM STOCK	18,570 93	18,570 93
760 00	THERAVANCE INC COM STK	16,796 00	16,796 00
1,421 00	THERMO FISHER CORP	63,902 37	63,902 37
2,105 00	THOMPSON CREEK METALS CO INC COM STK	14,650 80	14,650 80
1,045 00	THOMSON REUTERS	27,870 15	27,870 15
1,496 00	T-HQ INC COM NEW	1,136 96	1,136 96
423 00	TIBCO SOFTWARE INC COM	10,113 93	10,113 93
421 00	TIFFANY & CO COMMON STOCK	27,895 46	27,895 46
176 00	TIM HORTONS INC COM	8,521 92	8,521 92
1,293 00	TIME WARNER CABLE INC COM	82,196 01	82,196 01
3,250 00	TIME WARNER INC USD0 01	117,455 00	117,455 00
328 00	TIMKEN CO COMMON STOCK, NO PAR	12,696 88	12,696 88
538 00	TITAN INTL INC ILL COMMON STOCK	10,469 48	10,469 48
167 00	TITAN MACHY INC COM	3,628 91	3,628 91
1,298 00	TIVO INC COM	11,643 06	11,643 06
898 00	TJX COS INC COMMON NEW	57,965 90	57,965 90
328 00	TMS INTL CORP CL A CL A COM STK	3,240 64	3,240 64
501 00	TNS INC COM	8,877 72	8,877 72
462 00	TOLL BROS INC COM	9,434 04	9,434 04
247 00	TOMPKINS FINL CORP COM USD0 10	9,511 97	9,511 97
508 00	TOOTSIE ROLL INDS INC COM	12,024 36	12,024 36
421 00	TORCHMARK CORP , COMMON STOCK, \$2 PAR	18,267 19	18,267 19
121 00	TORO CO COM	7,339 86	7,339 86
549 00	TOTAL SYS SVCS INC COM	10,738 44	10,738 44
214 00	TOWER GROUP INC COM	4,316 38	4,316 38
572 00	TOWNEBANK PORTSMOUTH VA COM	7,001 28	7,001 28
26 00	TRANSCEND SVCS INC COM NEW COM NEW	616 98	616 98
217 00	TRANSDIGM GROUP INC COM	20,762 56	20,762 56
886 00	TRAVELERS COS INC COM STK	52,424 62	52,424 62
140 00	TREDEGAR CORP INC	3,110 80	3,110 80
383 00	TREEHOUSE FOODS INC COM	25,040 54	25,040 54
128 00	TREX CO INC COM	2,932 48	2,932 48
588 00	TRIANGLE CAP CORP COM	11,242 56	11,242 56
406 00	TRIMBLE NAV LTD COM	17,620 40	17,620 40
267 00	TRINITY INDUSTRIES, INC , COMMON STOCK, \$1 PAR	8,026 02	8,026 02
312 00	TRIPADVISOR INC COM COM STK	7,865 52	7,865 52
529 00	TRIPLE-S MGMT CORP CL B CL B	10,590 58	10,590 58
1,925 00	TRIQUINT SEMICONDUCTOR INC COM	9,374 75	9,374 75
424 00	TRIUMPH GROUP INC NEW COM	24,782 80	24,782 80
552 00	TRUE RELIGION APPAREL INC COM STK	19,088 16	19,088 16
410 00	TRUEBLUE INC COM STK	5,690 80	5,690 80
486 00	TRUSTMARK CORP , COMMON STOCK	11,804 94	11,804 94
282 00	TRW AUTOMOTIVE HLDGS CORP COM	9,193 20	9,193 20
1,031 00	TTM TECHNOLOGIES INC COM	11,299 76	11,299 76
512 00	TUTOR PERINI CORP COM	6,318 08	6,318 08
954 00	TW TELECOM INC CL A STK	18,488 52	18,488 52
2,399 00	TWO HBRS INVT CORP COM	22,166 76	22,166 76
1,326 00	TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD0 80	61,937 46	61,937 46

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## Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
621 00	TYLER TECHNOLOGIES INC COM STK	18,698 31	18,698 31
1,024 00	TYSON FOODS, INC , CLASS A COMMON STOCK,\$2 PAR (DELAWARE)	21,135 36	21,135 36
546 00	U M H PPTYS INC COM STK	5,083 26	5,083 26
432 00	U S AUTO PTS NETWORK INC COM	1,887 84	1,887 84
2,066 00	U S AWYS GROUP INC COM	10,474 62	10,474 62
107 00	U S PHYSICAL THERAPY COM	2,105 76	2,105 76
667 00	UDR INC COM STK	16,741 70	16,741 70
699 00	UIL HLDGS CORP COM	24,723 63	24,723 63
160 00	ULTA SALON COSMETICS & FRAGRANCE INC COMSTK	10,387 20	10,387 20
319 00	ULTIMATE SOFTWARE GROUP INC COM	20,773 28	20,773 28
520 00	ULTRA PETE CORP COM NPV	15,407 60	15,407 60
208 00	ULTRATECH INC EFF 06-10-03	5,110 56	5,110 56
256 00	UMB FINL CORP COM STK	9,536 00	9,536 00
1,068 00	UMPQUA HLDGS CORP COM	13,232 52	13,232 52
360 00	UNDER ARMOUR INC CL A	25,844 40	25,844 40
120 00	UNIFIRST CORP MASS COM	6,808 80	6,808 80
511 00	UNION FIRST MKT BANKSHARES CORP COM STK	6,791 19	6,791 19
1,424 00	UNION PAC CORP COM	150,858 58	150,858 58
545 00	UNISYS CORP COM NEW COM NEW	10,741 95	10,741 95
181 00	UNIT CORP COM	8,398 40	8,398 40
759 00	UNITED BANKSHARES INC W VA COM	21,456 93	21,456 93
226 00	UNITED CMNTY BK BLAIRSVILLE GA COM	1,579 74	1,579 74
765 00	UNITED CONTL HLDGS INC COM STK	14,435 55	14,435 55
35 00	UNITED FINL BANCORP INC MD COM STK	563 15	563 15
534 00	UNITED NAT FOODS INC COM	21,365 34	21,365 34
1,827 00	UNITED ONLINE INC COM	9,938 88	9,938 88
2,036 00	UNITED PARCEL SVC INC CL B	149,014 84	149,014 84
3,331 00	UNITED PARCEL SVC INC CL B	243,795 89	243,795 89
774 00	UNITED RENTALS INC COM	22,871 70	22,871 70
130 00	UNITED STATES CELLULAR CORP COMMON STOCK	5,671 90	5,671 90
526 00	UNITED STATIONERS INC COM	17,126 56	17,126 56
429 00	UNITED STS STL CORP NEW COM	11,351 34	11,351 34
2,645 00	UNITED TECHNOLOGIES CORP COM	193,323 05	193,323 05
4,984 00	UNITED TECHNOLOGIES CORP COM	364,280 56	364,280 56
158 00	UNITED THERAPEUTICS CORP DEL COM STK	7,465 50	7,465 50
6,303 00	UNITEDHEALTH GROUP INC COM	319,436 04	319,436 04
3,240 00	UNITEDHEALTH GROUP INC COM	164,203 20	164,203 20
639 00	UNIVERSAL AMERICAN CORP COM STK	8,121 69	8,121 69
311 00	UNIVERSAL CORP VA COM	14,293 56	14,293 56
456 00	UNIVERSAL DISPLAY CORP COM	16,730 64	16,730 64
361 00	UNIVERSAL ELECTRS INC COM	6,090 07	6,090 07
381 00	UNIVERSAL FST PRODS INC COM	11,761 47	11,761 47
361 00	UNIVERSAL HEALTH RLTY INCOME TR SH BEN INT SH BEN INT	14,079 00	14,079 00
310 00	UNIVERSAL HEALTH SERVICES, INC , CLASS B COMMON STOCK, \$ 01 PAR	12,046 60	12,046 60
15 00	UNIVERSAL STAINLESS & ALLOY PRODS INC COM	560 40	560 40
494 00	UNIVERSAL TECHNICAL INST INC COM	6,313 32	6,313 32
405 00	UNIVERSAL TRAVEL GROUP COM NEW STK	1,603 80	1,603 80
468 00	UNIVEST CORP PA COM	6,851 52	6,851 52
1,125 00	UNUM GROUP	23,703 75	23,703 75
1,724 00	URANIUM ENERGY CORP COM	5,275 44	5,275 44
436 00	URBAN OUTFITTERS INC COM	12,016 16	12,016 16
282 00	URS CORP NEW COM	9,903 84	9,903 84
8,362 00	US BANCORP	226,192 10	226,192 10

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
5,465 00	US BANCORP	147,828 25	147,828 25
102 00	US ECOLOGY INC COM	1,915 56	1,915 56
642 00	USA MOBILITY INC COM STK	8,904 54	8,904 54
2,234 00	USEC INC COM	2,546 76	2,546 76
758 00	USG CORP COMMON STOCK NEW	7,701 28	7,701 28
1,498 00	UTSTARCOM HOLDINGS CORP SHS	2,067 24	2,067.24
300 00	V F CORP , COMMON STOCK, NO PAR	38,097 00	38,097 00
296 00	VAALCO ENERGY INC COM NEW COM NEW	1,787 84	1,787 84
371 00	VAIL RESORTS INC COM	15,715 56	15,715 56
639 00	VALASSIS COMMUNICATIONS INC COM	12,287 97	12,287 97
1,754 00	VALERO ENERGY CORP COM STK NEW	36,921 70	36,921 70
68 00	VALHI INC NEW COM	4,111 96	4,111 96
145 00	VALIDUS HOLDING LTD COM STK USD0 175	4,567 50	4,567 50
7,589 00	VALLEY NATIONAL BANCORP , COMMON STOCK, NO PAR	93,875 93	93,875 93
470 00	VALLEY NATIONAL BANCORP , COMMON STOCK, NO PAR	5,813 90	5,813 90
69 00	VALMONT INDS INC COM	6,264 51	6,264 51
340 00	VALSPAR CORP COM	13,249 80	13,249 80
876 00	VALUECLICK INC COM STK ISIN#US92046N1028	14,270 04	14,270 04
602 00	VANDA PHARMACEUTICALS INC COM	2,865 52	2,865 52
425 00	VARIAN MEDICAL SYSTEMS INC	28,530 25	28,530 25
743 00	VASCO DATA SEC INTL INC COM	4,844 36	4,844 36
733 00	VASCULAR SOLUTIONS INC COM	8,158 29	8,158 29
287 00	VCA ANTECH INC COM STK	5,668 25	5,668 25
213 00	VECTREN CORP COM	6,438 99	6,438 99
519 00	VEECO INSTRS INC DEL COM	10,795 20	10,795 20
115 00	VENOCO INC COM STK	778 55	778 55
495 00	VENTAS INC REIT	27,289 35	27,289 35
2,718 00	VENTAS INC REIT	149,843 34	149,843 34
631 00	VERIFONE SYSTEMS INC COM	22,413 12	22,413 12
161 00	VERINT SYS INC COM	4,433 94	4,433.94
92 00	VERISIGN INC COM	3,286 24	3,286 24
518 00	VERISK ANALYTICS INC CL A CL A	20,787 34	20,787 34
5,918 00	VERIZON COMMUNICATIONS COM	237,430 16	237,430 16
11,606 00	VERIZON COMMUNICATIONS COM	465,632 72	465,632 72
7,671 00	VERIZON COMMUNICATIONS COM	307,760 52	307,760 52
588 00	VERTEX PHARMACEUTICALS INC COM	19,527 48	19,527 48
1,843 00	VIACOM INC NEW CL B	83,690 63	83,690 63
513 00	VIAD CORP COM NEW	8,967 24	8,967.24
516 00	VIASAT INC COM	23,797 92	23,797 92
2,393 00	VICAL INC COM COM	10,553 13	10,553 13
682 00	VIEWPOINT FINL GROUP INC MD COM	8,872 82	8,872 82
304 00	VILLAGE SUPER MKT INC CL A NEW CL A NEW	8,648 80	8,648 80
979 00	VIRGIN MEDIA INC COM STK	20,931 02	20,931 02
508 00	VIRNETX HLDG CORP COM STK	12,684 76	12,684 76
866 00	VIROPHARMA INC COM STK	23,719 74	23,719 74
2,524 00	VISA INC COM CL A STK	256,261 72	256,261 72
1,698 00	VISA INC COM CL A STK	172,397 94	172,397 94
641 00	VISHAY INTERTECHNOLOGY INC COM STK	5,762 59	5,762 59
45 00	VISHAY PRECISION GROUP INC COM	719 10	719 10
1,445 00	VISTA GOLD CORP REORGANIZATION SHS COM STK	4,436 15	4,436 15
375 00	VITAMIN SHOPPE INC COM	14,955 00	14,955 00
1,591 00	VIVUS INC COM	15,512 25	15,512.25
209 00	VMWARE INC CL A COM CL A COM	17,386 71	17,386 71



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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
393 00	VOCUS INC COM	8,681 37	8,681 37
532 00	VOLCANO CORP COM STK	12,656 28	12,656 28
556 00	VOLTERRA SEMICONDUCTOR CORP COM	14,239 16	14,239 16
1,416 00	VONAGE HLDGS CORP COM	3,469 20	3,469 20
521 00	VORNADO RLTY TR COMMON STOCK	40,044 06	40,044 06
1,122 00	VOYAGER OIL & GAS INC COM	2,883 54	2,883 54
375 00	VULCAN MATERIALS CO., COMMON STOCK, \$1 PAR	14,756 25	14,756 25
675 00	W & T OFFSHORE INC COM	14,316 75	14,316 75
1,270 00	WABASH NATL CORP COM	9,956 80	9,956 80
313 00	WABCO HLDGS INC COM STK	13,584 20	13,584 20
162 00	WABTEC CORP COM	11,331 90	11,331 90
292 00	WADDELL & REED FINL INC CL A COMMON STOCK	7,232 84	7,232 84
13,601 00	WALGREEN CO COMMON STOCK, \$1 25 PAR	449,649 06	449,649 06
2,921 00	WALGREEN CO COMMON STOCK, \$1 25 PAR	96,568 26	96,568 26
8,583 00	WAL-MART STORES, INC COMMON STOCK, \$ 10 PAR	512,920 08	512,920 08
4,794 00	WAL-MART STORES, INC COMMON STOCK, \$ 10 PAR	286,489 44	286,489 44
4,966 00	WALT DISNEY CO	186,225 00	186,225 00
183 00	WALTER ENERGY INC	11,082 48	11,082 48
419 00	WALTER INVT MGMT CORP	8,593 69	8,593 69
541 00	WARNACO GROUP INC COM NEW COM NEW	27,071 64	27,071 64
380 00	WARNER CHILCOTT PLC COM	5,749 40	5,749 40
2,157 00	WARREN RES INC COM	7,031 82	7,031 82
384 00	WASHINGTON FED INC COM	5,372 16	5,372 16
20 00	WASHINGTON POST CO , CLASS B COMMON STOCK, \$1 PAR	7,536 20	7,536 20
1,051 00	WASHINGTON REAL ESTATE INVT TR SH BEN INT	28,744 85	28,744 85
82 00	WASHINGTON TR BANCORP INC COM	1,956 52	1,956 52
376 00	WASTE CONNECTIONS INC COM	12,460 64	12,460 64
1,671 00	WASTE MGMT INC DEL COM STK	54,658 41	54,658 41
327 00	WATERS CORP COM	24,214 35	24,214 35
474 00	WATSCO INC COM	31,122 84	31,122 84
3,081 00	WATSON PHARMACEUTICALS INC COMMON STOCK	185,907 54	185,907 54
581 00	WATTS WATER TECHNOLOGIES INC EFF	19,876 01	19,876 01
1,044 00	WAUSAU PAPER CORP COM	8,623 44	8,623 44
571 00	WAVE SYS CORP CL A NEW STK	1,239 07	1,239 07
105 00	WD 40 CO COM STK	4,243 05	4,243 05
12,565 00	WEATHERFORD INTL LTD	183,951 60	183,951 60
369 00	WEB COM GROUP INC COM	4,225 05	4,225 05
170 00	WEBMD HEALTH CORP COMMON STOCK	6,383 50	6,383 50
412 00	WEBSense INC COM STK ISIN# US9476841062	7,716 76	7,716 76
1,197 00	WEBSTER FINANCIAL CORP WATERBURY CONN COMMON STOCK	24,406 83	24,406 83
4,483 00	WEINGARTEN RLTY INVS COM	97,819 06	97,819 06
344 00	WEINGARTEN RLTY INVS COM	7,506 08	7,506 08
272 00	WEIS MARKETS, INC , COMMON STOCK, \$ 33 1/3 PAR	10,863 68	10,863 68
543 00	WELLCARE HEALTH PLANS INC COM	28,507 50	28,507 50
971 00	WELLPOINT INC COM	64,328 75	64,328 75
14,578 00	WELLS FARGO & CO NEW COM STK	401,769 68	401,769 68
1,250 00	WENDYS CO COM	6,700 00	6,700 00
847 00	WERNER ENTERPRISES INC COM	20,412 70	20,412 70
622 00	WESBANCO INC COM	12,110 34	12,110 34
240 00	WEST COAST BANCORP ORE NEW COM NEW	3,744 00	3,744 00
266 00	WEST PHARMACEUTICAL SVCS INC COM	10,094 70	10,094 70
144 00	WESTAMERICA BANCORPORATION COM	6,321 60	6,321 60
369 00	WESTAR ENERGY INC COM	10,619 82	10,619 82

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Investments - U.S. and State Government Obligations, Corporate Stocks, &amp; Corporate Bonds

Quantity	Description	Book Value	Fair Market Value
1,541 00	WESTERN ALLIANCE BANCORPORATION COM	9,600 43	9,600 43
757 00	WESTERN DIGITAL CORP , COMMON STOCK, \$ 10 PAR	23,429 15	23,429 15
927 00	WESTERN REFNG INC COM	12,319 83	12,319 83
1,326 00	WESTERN UNION CO	24,212 76	24,212 76
29 00	WESTFIELD FINL INC NEW COM STK	213 44	213 44
422 00	WESTLAKE CHEM CORP COM STK	16,981 28	16,981.28
104 00	WESTLAKE CHEM CORP COM STK	4,184 96	4,184 96
2,418 00	WET SEAL INC CL A CL A	7,882 68	7,882 68
1,036 00	WEYERHAEUSER CO COM	19,342 12	19,342 12
853 00	WGL HLDGS INC COM	37,719 66	37,719 66
250 00	WHIRLPOOL CORP COMMON STOCK, \$1 PAR	11,862 50	11,862 50
26 00	WHITE MOUNTAINS INSURANCE GROUP COM STOCK	11,789 96	11,789 96
696 00	WHITESTONE REIT CL B SHS BEN INT CL B SHS BEN INT	8,282 40	8,282 40
344 00	WHITING PETE CORP COM STK	16,061 36	16,061 36
521 00	WHOLE FOODS MKT INC COM	36,251 18	36,251 18
150 00	WILEY JOHN & SONS INC CL A	6,660 00	6,660 00
785 00	WILLBROS GROUP INC COM	2,880 95	2,880 95
74 00	WILLIAMS CLAYTON ENERGY INC COM	5,615 12	5,615 12
1,970 00	WILLIAMS COMPANY INC COMMON STOCK \$1 PAR	65,049 40	65,049 40
320 00	WILLIAMS SONOMA INC COM	12,320 00	12,320 00
1,186 00	WINDSTREAM CORP COM STK	13,923 64	13,923 64
1,882.00	WINDSTREAM CORP COM STK	22,094 68	22,094 68
136 00	WINNEBAGO INDS INC COM	1,003 68	1,003 68
267 00	WINTRUST FINL CORP COM	7,489 35	7,489 35
794 00	WISCONSIN ENERGY COMMON STOCK	27,758 24	27,758 24
158 00	WMS INDS INC COM STK	3,242 16	3,242 16
531 00	WOLVERINE WORLD WIDE INC COM	18,924 84	18,924 84
690 00	WOODWARD INC COM	28,241 70	28,241 70
210 00	WORLD ACCEP CORP S C NEW COM	15,435 00	15,435 00
792 00	WORLD FUEL SERVICE COM STK USD0 01	33,248 16	33,248 16
560 00	WORLD WRESTLING ENTERTAINMENT	5,219 20	5,219 20
432 00	WORTHINGTON INDS INC COM	7,076 16	7,076 16
431 00	WRIGHT EXPRESS CORP COM STK	23,394 68	23,394 68
756 00	WRIGHT MED GROUP INC COM	12,474 00	12,474 00
100 00	WSFS FINANCIAL CORP COM	3,596 00	3,596 00
604 00	WYNDHAM WORLDWIDE CORP COM STK	22,849 32	22,849 32
227 00	WYNN RESORTS LTD COM	25,081 23	25,081 23
1,548 00	XCEL ENERGY INC COM	42,786 72	42,786 72
4,466 00	XEROX CORP COMMON STOCK, \$1 PAR	35,549 36	35,549 36
931 00	XILINX INC COMMON STOCK	29,847 86	29,847 86
1,162 00	XL GROUP PLC ORD USD0 01	22,972 74	22,972 74
794 00	XO GROUP INC COM	6,621 96	6,621 96
619 00	XYLEM INC W/I	15,902 11	15,902 11
3,228 00	YAHOO INC COMMON STOCK	52,067 64	52,067 64
1,029 00	YUM BRANDS INC COM	60,721 29	60,721 29
896 00	ZALICUS INC COM	1,084 16	1,084 16
211 00	ZEBRA TECHNOLOGIES CORP CL A	7,549 58	7,549 58
564 00	ZEP INC COM STK	7,884 72	7,884 72
329.00	ZIMMER HLDGS INC COM	17,575 18	17,575 18
927 00	ZION OIL & GAS INC COM	2,048 67	2,048 67
432 00	ZIONS BANCORP COMMON STOCK NO PAR	7,032 96	7,032 96
1,040 00	ZIOPHARM ONCOLOGY COM STK	4,586 40	4,586 40
213 00	ZOLL MED CORP COM	13,457 34	13,457 34

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Quantity	Description	Book Value	Fair Market Value
679 00	ZOLTEK COS INC COM	5,173 98	5,173 98
191 00	ZUMIEZ INC COM	5,302 16	5,302 16
455 00	MFC KAYNE ANDERSON ENERGY DEV CO COM STK	9,741 55	9,741 55
109 00	MAGNUM HUNTER RES CORP WT EXP 10/14/2013	0 01	0 01
926 00	SANOFI CONTINGENT VALUE RIGHTS EXP DT 12-31-2020	1,111 20	1,111 20
360,660 00	MFC ISHARES TR MSCI EAFE INDEX FD	17,863,489 80	17,863,489 80
143,460 00	MFC ISHARES TR MSCI EMERGING MKTS INDEX FD	5,442,872 40	5,442,872 40
59,600 00	MFC ISHARES TR RUSSELL 2000 INDEX FD	4,391,924 00	4,391,924 00
260,213 00	MFC VANGUARD MSCI EMERGING MKTS	9,942,738 73	9,942,738 73
34,055 00	SPDR S&P 500 ETF TRUST	4,273,902 50	4,273,902 50
6,918 00	MFC ISHARES TR S&P U S PFD STK INDEX FD	246,419 16	246,419 16
	Subtotal Common and Preferred Stock	130,647,667 35	130,647,667 35
596,537 02	MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL	3,901,352 11	3,901,352 11
139,200 00	MFC POWERSHARES DB COMMODITY INDEX TRACKING FD UNIT BEN INT	3,736,128 00	3,736,128 00
	Subtotal Commodity Linked funds	7,637,480 11	7,637,480 11
	<b>Line 10b. - Grand Total Corporate Stocks</b>	<b>138,285,147.46</b>	<b>138,285,147.46</b>
1,000,000 00	ANDREW W MELLON FNDTN 3 95% DUE 08-01-2014 REG	1,075,860 00	1,075,860 00
2,000,000 00	STANFORD LELAND JR UNIV BOARD TRUSTEES 3 625% DUE 05-01-2014 BEO	2,134,660 00	2,134,660 00
307,826 07	MFO VANGUARD SHORT TERM INVESTMENT GRADE ADMIRAL	3,275,269 38	3,275,269 38
3,538 00	MFC ISHARES IBOXX INVT GRADE GROUP BOND FUND	402,482 88	402,482 88
4,024 00	MFC ISHARES TR IBOXX \$ HIGH YIELD CORP BD FD	359,866 32	359,866 32
	<b>Line 10c. - Grand Total Corporate Bonds</b>	<b>7,248,138.58</b>	<b>7,248,138.58</b>
	BELMONT STRATEGIC INCOME FUND QP, LP 6-046052 (in litigation/FMV cannot be determined)	-	-
	CF RIVANNA OFFSHORE PARTNERS LTD CL A SER 05-05 FUND	10,141,959 11	10,141,959 11
	COMMERCE STREET INCOME PARTNERS, LTD	5,217,291 00	5,217,291 00
	COTTON CREEK CAPITAL PARTNERS, LTD	4,786,891 00	4,786,891 00
	DRAKE CAPITAL OFFSHORE PTNRS 6-046136	3,217,563 83	3,217,563 83
	IRONWOOD PARTNERS, LP 6-046092	4,185,947 71	4,185,947 71
	STONELAKE OPPORTUNITY PARTNERS II, LP	1,785,176 00	1,785,176 00
	STRATFORD LAND FUND III	18,803,048 00	18,803,048 00
	STRATFORD REALTY CAPITAL	1,967,183 45	1,967,183 45
	<b>Line 13. - Grand Total Alternative Investments</b>	<b>50,105,060.10</b>	<b>50,105,060.10</b>

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The Rees-Jones Foundation

20-5132900

**Statement 20****Form 990-PF, Part XV****Supplementary Information - Grant Guidelines**(Please also see our website: [www.rees-jonesfoundation.org](http://www.rees-jonesfoundation.org))

- 1) The Foundation's Board is guided by the Foundation's Vision & Mission Statement. Applicants should explain how the organization and project or operations is consistent with that Statement. Please see Mission Statement Below.
- 2) Proposals must contain a description of the proposed project or operations, including a statement of the need, specific program components, logistics, goals, projected benefits or numbers of people to be affected, and plans for evaluating the effectiveness of the program or project.
- 3) The Foundation does not support other private foundations. Applications must include a copy of the organization's current IRS exemption letter and most recent IRS Form 990 federal tax return to verify their eligibility.
- 4) In general, the Foundation will not fund more than 25% of a project's budget or more than 10% of an organization's total annual operating budget.
- 5) In general, the Foundation will not make multi-year commitments.
- 6) Applications should be submitted a minimum of 4 months before funds are required.
- 7) The Foundation will consider only one application from any one organization during any 12 month period. For grantees submitting a new application after their previous application was declined or granted, the 12 month period starts from the point that the previous grant was acted on by the board.
- 8) Loans and grants are not made to individuals.
- 9) Organizations previously funded by the Foundation must provide a full report of previous grant expenditures.
- 10) In general, the Foundation does not support event fundraisers or sponsorships, or contribute to endowments.
- 11) The Foundation does not support lobbying of any kind.

**Mission Statement:**

The mission of the Foundation is to serve God by serving others, sharing His resources in ways that provide opportunities for the disadvantaged, relief for the suffering, and encouragement in the growth and wellbeing of children and families in our community.

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ACH Child and Family Services 1424 Summit Avenue Fort Worth, Texas 76102	N/A	public	Funding toward the Wichita Street Campus Project to renovate the Residential Services Building which will house the Families Together Program serving homeless mothers and children	\$1,500,000 00
Advocacy Inc 7800 Shoal Creek Boulevard, Suite 171E Austin, Texas 78757-1024	N/A	public	Funding for the Legal Advocacy for Dually Managed Children Project which provides legal advocacy for foster children whose needs and rights have been neglected by state agencies	\$ 75,000 00
Advocates for Community Transformation P O. Box 225225 Dallas, Texas 75222-5225	N/A	public	Funding for ACT's strategic growth plan to expand the work of fighting blight and restoring neighborhoods in West Dallas by holding the owners of crime-ridden or derelict property accountable.	\$50,000 00
America SCORES Dallas 1700 Commerce St , Suite 920 Dallas, Texas 75201	N/A	public	Funding for the Health, Literacy, and Leadership in Action after-school program which addresses literacy, social, and health issues faced by children from impoverished families.	\$24,000 00
Arc of Dallas, The 10455 N Central Expressway, Suite 109-523 Dallas, Texas 75231	N/A	public	Funding for the Stop the Violence, Break the Silence safety education program which helps developmentally impaired youth and adults avoid sexual or physical exploitation	\$15,000 00
ARK Group, Inc , The 2215 Canada Dr Dallas, Texas 75212	N/A	public	Funding for the Dallas Education Project which provides instruction to parents and teachers on how to constructively relate to children	\$35,000.00
Arms of Hope 7065 Love Quinlan, Texas 75474-4609	N/A	public	Funding for the Together Program which helps single mothers and their children transition to independence through a residential assistance program	\$25,000 00
Arthritis Foundation, Inc 4300 MacArthur Avenue, Suite 245 Dallas, Texas 75209	N/A	public	Funding for the North Texas Juvenile Arthritis Family Weekend which is a family-focused retreat providing education seminars, disease management guidance, and recreational activities	\$ 5,000 00
Arrow Child & Family Ministries 2929 FM 2920 Spring, Texas 77388	N/A	public	Funding for a mandatory match of Texas Department of Family and Protective Service dollars which are used to support the agency's cost of adoption placements	\$36,000.00
Association for Independent Living 2826 Storey Lane Dallas, Texas 75220	N/A	public	Funding for The Way program which helps developmentally disabled young adults develop life skills for independent living	\$30,000 00

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Avance, Inc. 2060 Singleton Blvd , Ste 103 Dallas, Texas 75212	N/A	public	Funding for the Parent-Child Education Program which equips parents to be the first teachers of their 0-3 year old children	\$30,000 00
Azleway, Inc 15892 CR 26 Tyler, Texas 75707-9136	N/A	public	Funding for the Healing the Whole Child Program Psychiatric Services program which provides psychiatric therapy and medication management for children in foster care.	\$40,000 00
Bea's Kids 12000 Ford Road, Suite 240 Dallas, Texas 75234	N/A	public	Funding for apartment-based afterschool tutoring that serves children from low-income families with education assistance and character development	\$30,000 00
Bishop Dunne Catholic School 3900 Rugged Drive Dallas, TX 75224	N/A	public	Multi-year funding for the Tuition Assistance Program which provides students the opportunity to attend a quality private school.	\$50,000 00
Booker T. Washington High School P O Box 192648 Dallas, Texas 75219	N/A	public	Funding for the Student Enrichment Fund which helps students participate in education enrichment opportunities and cover non-tuition related college expenses and costs	\$25,000 00
Boys & Girls Clubs of Greater Dallas 4816 Worth Street Dallas, Texas 75246	N/A	public	Funding for Project Learn which reinforces academic achievement through tutoring and enrichment activities during after-school hours	\$50,000 00
Boy Scouts of America/Circle Ten Council 8605 Harry Hines Boulevard Dallas, Texas 75235	N/A	public	Funding for the creation of an endowment for the Circle Ten Council ScoutReach program which will extend the scouting experience to underserved communities.	\$20,000,000 00
Brighter Tomorrows P O Box 532151 Grand Prairie, Texas 75053	N/A	public	Funding for operations to provide a safe haven for victims of domestic violence and sexual assault	\$20,000 00
Brother Bill's Helping Hand 3430 Odessa Street Dallas, Texas 75212	N/A	public	Funding toward a capital campaign for a new facility that will enhance the organization's ability to provide comprehensive food assistance, education, wellness programs, and medical care	\$100,000 00
Bryan's House 5940 Forest Park Road Dallas, Texas 75235	N/A	public	Implementation of Bryan's House Strategic Plan to create satellite centers in Dallas and surrounding areas.	\$ 150,000 00

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Builders of Hope 333 North Stemmons Freeway Dallas, Texas 75207	N/A	public	Funding for operations for the West Dallas Neighborhood Investment Program, which will facilitate construction of affordable housing in West Dallas	\$ 80,000 00
C5 Youth Foundation of Texas 14185 Dallas Parkway, Suite 1400 Dallas, Texas 75254	N/A	public	Funding for the Signature Experiences and Pathways Events programs which provide college-bound middle and high school youth with fundamental leadership skills	\$40,000 00
Camp of the Hills 1552 County Road 344 Marble Falls, Texas 78654	N/A	public	Funding for camperships for at-risk youth from North Texas to attend camp in Summer 2011	\$25,000 00
Camp Summit 17210 Campbell Road, Suite 180-W Dallas, Texas 75252	N/A	public	Funding for facility repairs so that Camp Summit remains accessible to children and adults with disabilities	\$50,000 00
Captain Hope's Kids 10555 Newkirk, Ste 580 Dallas, Texas 75220	N/A	public	Funding for Captain Hope's Closet which provides homeless infants and children with basic care items such as hygiene products and clothing.	\$15,000 00
CASA of Tarrant County 101 Summit Avenue, Ste. 505 Fort Worth, Texas 76102	N/A	public	Funding for the Volunteer Advocate Outreach and Recruitment Specialist who will recruit new volunteers to advocate for foster children in Tarrant County	\$27,500 00
Champions of Hope Mentorship Program P O Box 150421 Dallas, Texas 75315	N/A	public	Funding to support expansion of mentor/child matches, particularly focusing on male youth in South Dallas	\$20,000 00
Chase's Place 320 Custer Road Richardson, Texas 75080	N/A	public	Funding for four students to receive financial aid to attend a school specifically designed for students with developmental disabilities	\$60,000 00
Child Abuse Prevention Center 4210 Junius Street Dallas, Texas 75246	N/A	public	Funding for preventative programs that work with families that are at risk of child abuse/neglect	\$80,000 00
Child Study Center 1300 West Lancaster Avenue Fort Worth, Texas 76102	N/A	public	Funding for the Children's Care Fund which assists with the costs of diagnostic and treatment services for children with developmental disabilities.	\$25,000 00
Children At Risk, Inc. 2900 Wesleyan, Suite 400 Houston, Texas 77027	N/A	public	Funding for a North Texas office which will facilitate advocacy and programs for children at risk of food insecurity, trafficking, or mental health problems	\$25,000 00

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Children's Chorus of Greater Dallas 400 N St Paul Street, Suite 510 Dallas, Texas 75201	N/A	public	Funding for tuition assistance for children to participate in Summer Singing Camp and/or the Neighborhood Choir Program	\$10,000 00
Children's Medical Foundation of Texas 2777 Stemmons Freeway, Suite 700 Dallas, Texas 75207	N/A	public	Funding for the Innovative Intervention to Improve Health, Healthcare and School Outcomes for Children in Foster Care pilot program which is designed to systemically improve the way services are delivered to foster children	\$ 600,000 00
Children's Scholarship Fund, The 8 West 38th Street, 9th Floor New York, New York 10018	N/A	public	Funding for the tuition assistance scholarship program which provides academic financial aid for children from low-income families who attend private schools in Dallas County	\$50,000.00
Christian Community Action 200 South Mill Street Lewisville, Texas 75057	N/A	public	Funding toward the Shared Independence, A Vision for Growth capital campaign which will increase organizational capacity to provide vocational, health, and human needs services	\$500,000.00
Christian Union, Inc. 240 Nassau Street Princeton, New Jersey 08542	N/A	public	Funding to launch the Christian Union Leadership Development Ministry at Dartmouth College which will promote Biblical leadership qualities among students.	\$92,000 00
Circle of Support, Inc 5207 McKinney Avenue, Suite 19D Dallas, Texas 75205	N/A	public	Funding for the Summer Learning Program, a gender specific program designed to prevent summer learning loss and equip youth with life skills.	\$35,000 00
Citysquare 511 North Akard Street, Suite 302 Dallas, Texas 75201	N/A	public	Funding toward a capital campaign to build the Center of Hope which will provide a comprehensive array of programs and services to the low-income community	\$250,000 00
Clayton Dabney Foundation for Kids with Cancer 6500 Greenville Ave , Ste 342 Dallas, Texas 75206	N/A	public	Funding for the Medicine of the Heart program which provides wishes and family financial assistance for children in the last stages of their lives	\$10,000 00
Communities Foundation of Texas 5500 Caruth Haven Lane Dallas, Texas 75225	N/A	public	Funding to match donations made through DonorBridge to local charities on North Texas Giving Day	\$50,000 00
Communities Foundation of Texas 5500 Caruth Haven Lane Dallas, Texas 75225	N/A	public	Funding for the Emergency Artist Support League which supports artists in times of financial distress	\$25,000 00



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Communities In Schools of Greater Tarrant County, Inc 6707 Brentwood Stair Road, Suite 510 Fort Worth, Texas 76112	N/A	public	Funding for guidance, education, and enrichment services for at-risk school children in 36 Tarrant County schools.	\$50,000 00
Communities In Schools of North Texas P O. Box 295543 Lewisville, Texas 75029	N/A	public	Funding for dropout prevention programs to serve at-risk students in four low-performing Lewisville ISD schools	\$25,000 00
CONTACT Crisis Line P O Box 800742 Dallas, Texas 75380	N/A	public	Funding for the Teen CONTACT program, which provides helpline support for youth in crisis and promotes community awareness around teen crisis issues	\$15,000.00
Dallas Academy 950 Tiffany Way Dallas, Texas 75218	N/A	public	Funding for the Tuition Scholarships for Students with Learning Differences program which enables students from low-income families to attend Dallas Academy	\$35,000 00
Dallas AfterSchool Network 2902 Swiss Avenue Dallas, Texas 75204	N/A	public	Funding for the Afterschool Program Quality project which promotes quality improvement opportunities for afterschool providers	\$50,000 00
Dallas Arboretum & Botanical Garden 8617 Garland Road Dallas, Texas 75218	N/A	public	Funding for the Earth Cycles outdoor learning gallery which is part of the Rory Meyers Children's Garden	\$400,000 00
Dallas Children's Advocacy Center 3611 Swiss Avenue Dallas, Texas 75204	N/A	public	Funding toward the capital campaign for a new facility that will better meet the needs of abused children in the Dallas community by expanding capacity for child-focused forensic and treatment services.	\$1,750,000 00
Dallas Concilio 400 S Zang Boulevard, Suite 300 Dallas, Texas 75208	N/A	public	Funding for Parents Advocating for Student Excellence programing which seeks to impact the student dropout problem by increasing parent understanding of and involvement in the school system.	\$25,000 00
Dallas Faith Communities Coalition 4514 Travis, Suite 350 Dallas, Texas 75205	N/A	public	Funding for the West Dallas Community Collaborative for Schools, Jobs, and Housing which seeks to enhance the quality of life in West Dallas through a collaboration of non-profits	\$50,000 00
Dallas Furniture Bank 1417 Upfield Drive #104 Carrollton, Texas 75006	N/A	public	Funding for furniture for low-income families, many of whom are transitioning out of homelessness	\$15,000 00

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Dallas Leadership Foundation 3101 Greenwood Dallas, Texas 75204	N/A	public	Funding to provide leadership training and character development for at-risk youth, as well as training for adults working with at-risk youth.	\$75,000 00
Dallas Leadership Foundation 3101 Greenwood Dallas, Texas 75204	N/A	public	Funding for bikes and helmets to be distributed at the Treasures of Hope Christmas Store	\$7,000 00
Dream Factory, Inc 120 W Broadway, Suite 300 Louisville, Kentucky 40202	N/A	public	Funding for The Dream Factory of Dallas Start-up Project which will grant dreams to North Texas children who are critically or chronically ill.	\$4,977 65
East Dallas Community School 924 Wayne Street Dallas, Texas 75223	N/A	public	Funding for the P-3 program which teaches parents to become confidently involved in their child's learning process through Parent Education and the Infant/Toddler Class	\$50,000 00
Eastland Independent School District 900 West Plummer Street P O. Box 31 Eastland, Texas 76448	N/A	gov't	Funding for college scholarships for Eastland ISD graduates.	\$12,500 00
Educational First Steps 2800 Swiss Avenue Dallas, Texas 75204	N/A	public	Funding for the Four Steps to Excellence program in West and South Dallas early childhood centers, which supports access to safe, quality childcare and pre-school education	\$80,000 00
Educational Opportunities, Inc 8350 No Central Expressway, Suite 775 Dallas, Texas 75206	N/A	public	Funding for college scholarships for DISD graduates from low-income families	\$20,000 00
Family Outreach of East Dallas 9100 Diceman Dallas, Texas 75218	N/A	public	Funding for the Mentoring Our Mothers Program which is an in-home parent education and casework program for at-risk teen mothers	\$20,000 00
Family Place, The P O Box 7999 Dallas, Texas 75209	N/A	public	Funding for the Safe Campus Learning Center which provides children quality education while staying at the emergency shelter with their mothers	\$50,000 00
Feed Store, The 148 S Jacobs Street Albany, Texas 76430	N/A	public	Funding toward the construction of a new facility that will facilitate youth programming supporting physical and spiritual growth.	\$50,000 00
First Tee of Dallas, The 2909 Cole Avenue, Suite 305 Dallas, Texas 75204	N/A	public	Funding for First Tee Golf and Life Skills Experience After-School Program which is focused on teaching a core set of character qualities to youth	\$25,000 00

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Fort Worth Country Day School, Inc 4200 Country Day Lane Fort Worth, Texas 76109-4299	N/A	public	Funding for Breakthrough Fort Worth which provides underserved Fort Worth ISD students with academic enrichment and character development to achieve and attend college	\$25,000 00
Fortress Youth Development Center P O Box 422 Fort Worth, Texas 76101	N/A	public	Funding for out-of-school time programing for elementary and middle school youth in an academically underserved Fort Worth neighborhood	\$30,000 00
Foundation for the Education of Young Women 2804 Swiss Avenue Dallas, Texas 75204	N/A	public	Funding for the Summer for Success! program which provides opportunities for girls enrolled at Irma Rangel Young Women's Leadership School to focus on academics, leadership development, reading, and college readiness	\$25,000 00
Friends of Wednesday's Child 2801 Swiss Avenue, Suite 130 Dallas, Texas 75204	N/A	public	Funding for the Education and Scholarship Assistance for the North Texas Children in Foster Care program	\$40,000.00
Galaxy Counseling Center 1025 S Jupiter Road Garland, Texas 75042	N/A	public	Funding for the Youth Mental Wellness Programs which serve troubled youth from low-income families with counseling to cope with family and school issues	\$35,000.00
Genesis Women's Shelter 2929 Hickory Street Dallas, Texas 75226	N/A	public	Funding for the Clinical Counseling Program which is an outreach to women and children who are in violent family circumstances and need guidance and counseling	\$100,000.00
Girls Incorporated of Metropolitan Dallas 2040 Empire Central Drive Dallas, Texas 75235	N/A	public	Funding for the Dream! and Viva la Dream! programs which address the high-risk challenges faced by girls from low-income backgrounds.	\$50,000 00
Good Shepherd Community Center P O Box 561424 Dallas, Texas 75356	N/A	public	Funding toward capital improvements to better meet the child development and human service needs of the West Dallas community	\$64,080 00
Heart House 8515 Park Lane #303 Dallas, Texas 75231	N/A	public	Funding for after-school programming for middle school students in the Vickery Meadow neighborhood	\$15,000 00
Heroes For Children 1701 North Collins, Suite 240 Richardson, Texas 75080	N/A	public	Funding for the Financial and Social Assistance Program which assists families that have a child battling cancer	\$25,000 00

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H I S. BridgeBuilders 2075 W Commerce Drive Dallas, Texas 75212	N/A	public	Funding for physical improvements to the West Dallas Economic Development Center which will house vocational training programs, mental health counseling, and other human services.	\$50,000 00
Institute of Child Development at TCU TCU Box 297044 Fort Worth, Texas 76129	N/A	public	Funding for the Institute's operations, and support for the Child Institute TBRI Evaluation Study which seeks to demonstrate the efficacy of Trust-Based Relational Intervention (TBRI) as a therapeutic model for abused/neglected children	\$2,000,000 00
International Justice Mission P O Box 58147 Washington, District of Columbia 20037	N/A	public	Funding for Creating Replicable Transformation for the Eradication of Slavery in South Asia effort to structurally change the justice system in India so that the rights of oppressed people are honored	\$800,000 00
Jewish Family Service of Dallas 5402 Arapaho Road Dallas, Texas 75248	N/A	public	Funding for The Psychiatric Consultation and Counseling Services therapies offered to both children and adults, as well as funding for an on site psychiatrist	\$120,000 00
Johnson County Child Advocacy Center 910 N Granbury Street Cleburne, Texas 76033	N/A	public	Funding for technology and security upgrades that will enhance the ability of the organization to advocate for abused and neglected children	\$12,000 00
Kaufman County Animal Awareness Project P O Box 515 Kaufman, Texas 75142	N/A	public	Funding for low-income pet owners in East Dallas and the surrounding rural area to have their pets spayed or neutered	\$25,000 00
Kids Across America 1429 Lakeshore Drive Branson, Missouri 65616	N/A	public	Funding for camperships for inner-city youth from North Texas to attend camp in Summer 2011.	\$50,000 00
LaunchAbility 4350 Sigma, Suite 100 Dallas, Texas 75244-4421	N/A	public	Funding for the Early Childhood Intervention program which provides best-practice therapies for babies and toddlers who exhibit developmental delays or disabilities	\$75,000 00
Learning Center of North Texas, Inc. 101 Summit Avenue, Suite 612 Fort Worth, Texas 76102	N/A	public	Funding for financial assistance so children with learning differences can access the Education Evaluation Program, which increase success in learning	\$20,000 00
Lovers Lane Academy for the Deaf 9200 Inwood Road Dallas, Texas 75220	N/A	public	Funding for scholarships for deaf students in need of financial aid	\$20,000 00

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Lutheran Social Services of the South 8305 Cross Park Drive Austin, Texas 78754	N/A	public	Funding to support the Trauma-Informed Care mental health training program which will train foster care professionals and parents in best practices with which to serve children in foster care settings	\$50,000 00
Make-A-Wish Foundation of North Texas 6655 Deseo Irving, Texas 75039	N/A	public	Funding for travel wishes for children battling life-threatening conditions	\$60,000 00
Mass Care Task Force c/o Clarkson Davis 10207 Royal Highlands Drive Dallas, Texas 75238	N/A	public	Funding for disaster preparedness planning coordinated among leading local non-profit organizations	\$100,000 00
Mental Health America of Greater Dallas 624 N Good-Latimer, Ste. 200 Dallas, Texas 75204	N/A	public	Funding for the We Help Ourselves program which trains teachers and students in ways to avoid victimization such as child abuse and neglect, violent assault, peer pressure, abduction, sexual harassment and emotional abuse	\$20,000 00
Mercy Street 3801 Holystone Street Dallas, Texas 75212	N/A	public	Funding for Christ-centered mentoring and youth development programing for youth in West Dallas.	\$100,000 00
Metrocare Services 1380 River Bend Drive Dallas, Texas 75247	N/A	public	Multi-year funding for the Center of Excellence at Metrocare to support the advancement of professional participation in public mental health care through clinical training, research opportunities, and educational fellowships	\$250,000 00
Museum of Nature & Science 1318 South 2nd Avenue Dallas, Texas 75210	N/A	public	Funding toward the new Perot Museum of Nature & Science, which will fulfill the museums' mission to "inspire minds through nature and science" with dynamic exhibits that bring the natural world to life	\$3,000,000 00
New Beginning Center 218 N Tenth Street Garland, Texas 75040	N/A	public	Funding for services provided to victims of domestic violence including shelter, counseling, and case management	\$17,500 00
New Horizons P O Box 549 Goldthwaite, Texas 76844	N/A	public	Funding for the Residential Treatment Center which specializes in providing intensive treatment to abused/neglected children who have high levels of emotional and behavioral issues	\$100,000 00
Notre Dame School 2018 Allen St Dallas, Texas 75204	N/A	public	Multi-year funding for the Financial Aid Program which enables children with mental disabilities to enroll in a school which facilitates their education and integration into society	\$100,000 00

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Our Father's Children, Inc 6250 NE Loop 820 Fort Worth, Texas 76180	N/A	public	Funding for camperships for children in foster care from North Texas to attend the Royal Family Kids Camp in Summer 201	\$25,000 00
Parkland Foundation 2777 N Stemmons Freeway Suite 1700 Dallas, Texas 75207	N/A	public	Multi-year funding for the construction of a new hospital through The Campaign for a New Parkland	\$5,000,000 00
Parenting Center, The 2928 W. 5th Street Fort Worth, Texas 76107	N/A	public	Funding for the Clinical Counseling Program, which provides therapy for abused children and non-offending family members for free or at reduced rates	\$30,000 00
Pine Cove Christian Camps P O Box 9055 Tyler, Texas 75711	N/A	public	Funding for camperships that provide youth from Mercy Street with a summer camping experience	\$50,000 00
Presbyterian Children's Homes and Services 4407 Bee Cave Road, Suite 520 Austin, Texas 78746	N/A	public	Funding for the Fostering Hope initiative, which seeks to increase foster care placements by recruiting, training, and supporting foster families from Christian congregations	\$ 75,000 00
Presbyterian Night Shelter of Tarrant County P O. Box 2645 Fort Worth, Texas 76113	N/A	public	Funding for the Little Feet Off the Street program which coordinates services for children of homeless mothers	\$35,000 00
Project Transformation 547 E Jefferson Blvd Dallas, Texas 75203	N/A	public	Funding for the Underserved Children and At-Risk Youth summer day camp which provides summer academic enrichment and exposure to Christian young adult role models	\$50,000 00
Promise House 224 W Page Avenue Dallas, Texas 75208	N/A	public	Funding for The Emergency Youth Shelter Program which provides short-term shelter and stabilizing services for runaway teens	\$50,000.00
Rainbow Days 8150 N Central Expressway, Suite 1600 Dallas, Texas 75206	N/A	public	Funding for curriculum implementation for the Faith Connection program which helps children in homeless situations learn life skills based on Christian principles	\$15,000 00
Ranger Independent School District 1842 Loop 254 East Ranger, Texas 76470	N/A	gov't	Funding for college scholarships for Ranger ISD graduates	\$10,000 00
Real School Gardens 503 Bryan Avenue Fort Worth, Texas 76104	N/A	public	Funding for the installation of a school garden at Dallas ISD's Sidney Lanier Elementary School, which provides children an opportunity to connect with nature in a facilitated way	\$25,000 00

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<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
RGK Center for Philanthropy and Community Service LBJ School of Public Affairs University of Texas at Austin 2315 Red River Street Austin, Texas 78712	N/A	public	Funding for the Curtis W. Meadows Fellows Program which promotes philanthropic leadership among students	\$25,000 00
Riding Unlimited, Inc 9168 T N Skiles Road Ponder, Texas 76259	N/A	public	Funding for the therapeutic horsemanship program which is designed to encourage and support individuals with physical, educational, intellectual, and emotional disabilities through therapeutic riding	\$10,000 00
RISE Adventures P O Box 141122 Irving, Texas 75014-1122	N/A	public	Funding for equipment to be used in the Water Sports Program which provides recreational activities for physically disabled children.	\$35,000 00
Rise School of Dallas, The 5923 Royal Lane Dallas, Texas 75230	N/A	public	Funding for tuition assistance for children with developmental delays to attend a preschool with quality academic and therapeutic services	\$40,000 00
ScholarShot 4413 Larchmont Dallas, Texas 75205	N/A	public	Funding for programming designed to help high school seniors prepare for the college application process as well as the transition to college life	\$25,000 00
S M Wright Foundation 9213 Sovereign Row Dallas, Texas 75247	N/A	public	Funding for the Beds for Needy Kids program which provides frames, box springs, and mattresses for children of families who can not afford beds	\$25,000 00
Services of Hope Entities, Inc 6540 Victoria Ave Dallas, Texas 75209	N/A	public	Funding for a Literacy Character Connections Academy which will provide education and character building services to academically and behaviorally at-risk children	\$40,000.00
Sky Ranch Foundation 600 N Pearl Street, Suite 640, LB 148 Dallas, Texas 75201	N/A	public	Funding for camperships that provide at-risk youth with a positive and uplifting summer camping experience that promotes character development.	\$50,000 00
Southwestern Diabetic Foundation PO Box 1518 Gainesville, Texas 76241	N/A	public	Funding for camperships for children with Type I diabetes to attend a diabetes-management focused camp in Summer 2011	\$50,000 00
SPCA of Texas 2400 Lone Star Drive Dallas, Texas 75212	N/A	public	Funding for A Program to Stop Puppy Mills in Texas which investigates and facilitates prosecution of perpetrators of animal cruelty	\$229,347 00

2011

## Federal Statements

Client REESJONE

The Rees-Jones Foundation

20-5132900

## Statement 21

## Form 990-PF, Part XV, Line 3a

## Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
SpiritHorse Therapeutic Riding Center 1960 Post Oak Dr Crownth, Texas 76210	N/A	public	Funding for the Disabilities Treatment Support and Expansion Project which will provide therapeutic riding for children with special needs who are currently on a waiting list	\$50,000 00
St Philip's School and Community Center 1600 Pennsylvania Ave Dallas, Texas 75215	N/A	public	Funding for operating expenses to provide excellent pre-K through 6th grade education and essential social services to the South Dallas community	\$50,000 00
Starlight Children's Foundation 4848 Lemmon Avenue Dallas, Texas 75219	N/A	public	Funding for the PC Pals packages which facilitate disease management and therapeutic entertainment for seriously ill children	\$15,000 00
Strive For College Collaborative 1000 El Camino Real Atherton, California 94027	N/A	public	Funding to bring a mentorship program to North Texas that will engage college students with high school students striving for a college education	\$25,000 00
Suicide & Crisis Center of North Texas 2808 Swiss Avenue Dallas, Texas 75204	N/A	public	Funding for the Crisis Line Paid Staff Initiative which will ensure crisis line coverage during periods of the week when volunteer staff are unavailable.	\$35,000 00
Texas Appleseed 1609 Shoal Creek Blvd, Ste 201 Austin, Texas 78701	N/A	public	Funding for implementation of the Improving the Lives of Children in Long-Term Foster Care project which will change court practices to improve outcomes for children who are in permanent managing conservatorship of the State	\$25,000 00
Texas Association for Infant Mental Health 1199 S Beltline Road, Suite 100 Coppell, Texas 75019	N/A	public	Funding for programming to train early childhood professionals who care for children in the North Texas area	\$20,000 00
Texas Loves Children, Inc. 3131 Turtle Creek Blvd, Suite 1018 Dallas, Texas 75219	N/A	public	Funding for the Online Legal Resource and Communication Center which is a forum for judges and lawyers who are working on cases involving children in foster care	\$50,000 00
Trinity Habitat for Humanity 3345 South Jones Street Fort Worth, Texas 76110	N/A	public	Funding toward the Foundations to Build Capital Campaign to build ReStore retail outlets which will generate profit that will be leveraged into the construction of affordable housing	\$100,000 00
Trinity River Audubon Center 6500 S Loop 12 Dallas, Texas 75217	N/A	public	Funding for the Eco-Investigations education program which provides hands-on nature education for children through 6th grade	\$25,000 00
Trinity River Mission 2060 Singleton Blvd Dallas, Texas 75212	N/A	public	Funding for after-school programming for West Dallas youth that will provide the academic support needed for success in school and beyond	\$50,000.00



2011

## Federal Statements

Client REESJONE

The Rees-Jones Foundation

20-5132900

## Statement 21

## Form 990-PF, Part XV, Line 3a

## Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
United Negro College Fund, Inc 501 Elm Street Suite 700 Dallas, Texas 75202	N/A	public	Funding for the Advanced Summer Enrichment Program which is designed to equip incoming college freshman at Jarvis Christian College for academic and social success	\$25,000 00
Uplift Education 606 E Royal Lane Irving, Texas 75039	N/A	public	Funding toward the Capital Campaign for Pinnacle Preparatory, a new charter elementary school in the Uplift system opening in Oak Cliff in the summer of 2011	\$1,000,000 00
Voice of Hope Ministries 4120 Gentry Dr. Dallas, Texas 75212	N/A	public	Funding for operations and out of school time programming for West Dallas youth focused on academic growth and personal development	\$100,000 00
Wesley-Rankin Community Center 3100 Crossman Avenue Dallas, Texas 75212	N/A	public	Funding for Beakers, Base Ten and the Beat pilot summer program which is designed to raise the academic performance of inner-city youth	\$25,000 00
West Dallas Community School 2300 Canada Drive Dallas, Texas 75212	N/A	public	Funding for operations to support the delivery of excellent Christian education for children in West Dallas	\$100,000 00
William Jewett Tucker Foundation, Dartmouth 6154 S Fairbanks Hanover, New Hampshire 03755	N/A	public	Funding for the Cross Cultural Education & Service Program which enables Dartmouth students to participate in local, national, and international service projects.	\$30,000 00
YMCA of Metropolitan Dallas 601 North Akard Street Dallas, Texas 75201	N/A	public	Funding for the Park South YMCA's out of school programs and to subsidize family memberships and youth sports programs.	\$100,000.00
Young Life, North Central Texas Region 11300 N Central Exwy #600 Dallas, Texas 75243	N/A	public	Funding for the Inner-city Ministry which seeks to reach out to the Dallas inner-city neighborhoods with a ministry of introducing adolescents to Jesus Christ	\$25,000 00
Young Life, North Central Texas Region 11300 N Central Exwy #600 Dallas, Texas 75243	N/A	public	Funding for Young Life Bethesda which serves physically and mentally disabled teenagers with a Christ-centered outreach ministry	\$15,000 00
Youth Believing in Change 8574 Stults Road Dallas, Texas 75243	N/A	public	Funding for additional staff and program enhancement for out-of-school time programming that promotes character and leadership development in youth	\$75,000.00

2011

## Federal Statements

Client REESJONE

The Rees-Jones Foundation

20-5132900

## Statement 21

## Form 990-PF, Part XV, Line 3a

## Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
YWCA of Metropolitan Dallas 4144 N Central Expressway, Suite# 580 Dallas, Texas 75204	N/A	public	Funding for the Nurse-Family Partnership abuse prevention program which matches low-income mothers with nurses who provide parenting skills instruction and demonstrate healthy child care	\$75,000 00
Zero to Five Funders' Collaborative c/o The Dallas Foundation 3963 Maple Avenue, Suite 390 Dallas, Texas 75219	N/A	public	Funding for early childhood literacy programing in the Bachman Lake neighborhood that focuses on underserved families and children at risk of vocabulary deficiency.	\$100,000 00
Subtotal grants paid				<u>\$42,556,904 65</u>

## Employee Matching Grants

Campus Crusade for Chnst International P O Box 628222 Orlando, FL 32862	N/A	public	Employee matching grant	\$ 600
Child Abuse Prevention Center 2902 Swiss Avenue Dallas, TX 75204	N/A	public	Employee matching grant	\$ 3,000
Highland Park Education Foundation 4201 Grassmere Dallas, TX 75205	N/A	public	Employee matching grant	\$ 500
International Justice Mission P O Box 58147 Washington, District of Columbia 20037	N/A	public	Employee matching grant	\$ 538
Vision Afrca P O Box 600008 Dallas, TX 75360	N/A	public	Employee matching grant	\$ 500
Subtotal matching grants				<u>\$ 5,138</u>

## Grand Total Grants Paid During the Year

\$ 42,562,043

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## Federal Statements

Client REESJONE

The Rees-Jones Foundation

20-5132900

## Statement 22

## Form 990-PF, Part XV, Line 3b

## Grants and Contributions Approved for Future Payment

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Arrow Child & Family Ministries 2929 FM 2920 Spring, Texas 77388	N/A	public	Funding for the Trust Based Relational Intervention training which will equip organizational staff and foster families with trauma informed interventions designed to improve outcomes for abused and neglected children in foster care	\$65,000
Bishop Dunne Catholic School 3900 Rugged Drive Dallas, TX 75224	N/A	public	Multi-year funding for the Tuition Assistance Program which provides students the opportunity to attend a quality private school	\$100,000
Builders of Hope 333 North Stemmons Freeway Dallas, Texas 75207	N/A	public	Funding for operations for the West Dallas Neighborhood Investment Program, which will facilitate construction of affordable housing in West Dallas	\$100,000
Catholic Charities of Ft Worth 249 Thornhill Drive Fort Worth, Texas 76115	N/A	public	Funding for the Clinical Counseling program, which provides counseling for low income adults, as well as children	\$35,000
Children at Risk, Inc. 2900 Wesleyan, Suite 400 Houston, Texas 77027	N/A	public	Funding for a North Texas office which will facilitate advocacy and programs for children at risk of food insecurity, trafficking, or mental health problems	\$25,000
Children's Medical Foundation of Texas 2777 Stemmons Freeway, Suite 700 Dallas, Texas 75207	N/A	public	Funding for the Innovative Intervention to Improve Health, Healthcare and School Outcomes for Children in Foster Care pilot program which is designed to systematically improve the way services are delivered to foster children	\$400,000
CitySquare (fka Central Dallas Ministries) 511 N Akard Street, Suite 302 Dallas, Texas 75201	N/A	public	Funding toward a capital campaign to build the Center of Hope which will provide a comprehensive array of programs and services to the low-income community	\$250,000
Communities Partners of Greater Dallas 1215 Skiles St Dallas, Texas 75204	N/A	public	Funding for the Rainbow Room which provides personal items to abused and/or neglected children through their Child Protective Services case worker	\$ 20,000
Cornerstone Crossroads Academy 2711 South Ervay Street Dallas, Texas 75215	N/A	public	Funding for Project Reading Warriors, which will support literacy instruction for at-risk teens	\$ 25,000
CURE International, Inc 701 Bosler Avenue Lemoyne, Pennsylvania 17043	N/A	public	Funding for the operating expenses for the CURE Ethiopia Children's Hospital which provides orthopaedic and spiritual care for disabled children	\$230,000

2011

## Federal Statements

Client REESJONE

The Rees-Jones Foundation

20-5132900

## Statement 22

## Form 990-PF, Part XV, Line 3b

## Grants and Contributions Approved for Future Payment

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Dallas Arboretum & Botanical Garden 8617 Garland Road Dallas, Texas 75218	N/A	public	Funding for the Earth Cycles outdoor learning gallery which is part of the Rory Meyers Children's Garden	\$400,000
Dallas Children's Advocacy Center 3611 Swiss Avenue Dallas, Texas 75204	N/A	public	Funding toward the capital campaign for a new facility that will better meet the needs of abuse children in the Dallas community by expanding capacity for child-focused forensic and treatment services	\$3,250,000
Dallas Community Lighthouse 2710 Jeffnes Street Dallas, Texas 75125	N/A	public	Funding for the expansion of the Kid's Campus program, which provides academic and character-building after-school programming for youth living in low income apartment communities	\$20,000
Education is Freedom 2711 N Haskell Avenue Suite 2070 LB 18 Dallas, Texas 75204	N/A	public	Funding for comprehensive college planning services and education preparation for at-risk high school students attending Dallas ISD's Pinkston High School.	\$40,000
Friends of the Family, Denton County P O. Box 640 Denton, Texas 76202-0640	N/A	public	Funding for the Children's Counseling Program, which provides mental health counseling for children who have witnessed domestic violence	\$25,000
Girl Scouts of Northeast Texas 6001 Summerside Drive Dallas, Texas 75252	N/A	public	Funding for the Girl Scouts Direct Program, which provides at-risk elementary age girls with after-school programming centered on positive peer group activities and tool for success.	\$100,000
Head Start of Greater Dallas 3954 Gannon Lane Dallas, Texas 75237	N/A	public	Funding for the Early Learning Mentor Coaches program, which trains education staff to be mentors and coaches for incoming classroom teachers	\$40,000
Hope Cottage 4209 McKinney Avenue Dallas, Texas 75025	N/A	public	Funding for the Foster to Adopt program, which trains and prepares parents to take foster children who will likely come available for adoption	\$36,000
Institute of Child Development at TCU TCU Box 297044 Fort Worth, Texas 76129	N/A	public	Funding for the Institute's operations, and support for the Child Institute TBRI Evaluation Study which seeks to demonstrate the efficacy of Trust-Based Relational Intervention (TBRI) as a therapeutic model for abused/neglected children	\$4,000,000
Mosaic Family Services 4144 N Central Expressway, Suite 530 Dallas, Texas 75204	N/A	public	Funding for the Victims of Human Trafficking Program, which provides case management, transitional housing, and legal assistance to victims of trafficking in North Texas	\$40,000

2011

## Federal Statements

Client REESJONE

The Rees-Jones Foundation

20-5132900

## Statement 22

## Form 990-PF, Part XV, Line 3b

## Grants and Contributions Approved for Future Payment

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Museum of Nature and Science P O. Box 151469 Dallas, Texas 75315	N/A	public	Funding toward the new Perot Museum of Nature & Science, which will fulfill the museum's mission to "inspire minds through nature and science" with dynamic exhibits that bring the natural world to life	\$15,000,000
Notre Dame School 2018 Allen St. Dallas, Texas 75204	N/A	public	Multi-year funding for the Financial Aid Program which enables children with mental disabilities to enroll in a school which facilitates their education and integration into society	\$230,000
Oak Hill Academy 9407 Midway Road Dallas, Texas 75220	N/A	public	Funding for tuition assistance for students with severe learning differences to attend a school with quality academic services	\$35,000
Parkland Foundation 2777 N. Stemmons Freeway, Suite 1700 Dallas, Texas 75207	N/A	public	Multi-year funding for the construction of a new hospital through The Campaign for a New Parkland	\$5,000,000
Patriot PAWS Service Dogs 254 Ranch Trail Rockwall, Texas 75032	N/A	public	Funding for additional staff which will increase capacity to train service dogs and match them with disabled veterans	\$65,000
SafeHaven of Tarrant County 8701 W Bedford Euless Road, Suite 600 Hurst, Texas 76053	N/A	public	Funding for the Children Can Succeed Program, which addresses the physical, emotional, and educational needs of children at the domestic violence shelter.	\$50,000
Saner Child Development Center 9461 LBJ, Suite 128 Dallas, Texas 75243	N/A	public	Funding for the Saner Child Development Center, which provides quality early childhood education programming for families in West Dallas	\$50,000
SPCA of Texas 2400 Lone Star Drive Dallas, Texas 75212	N/A	public	Funding for A Program to Stop Puppy Mills in Texas which investigates and facilitates prosecution of perpetrators of animal cruelty.	\$248,200
Youth Village Resources of Dallas 6333 E Mockingbird Lane, Suite 147-872 Dallas, Texas 75214	N/A	public	Funding for the P R E P program, which provides youth in the custody of Dallas County Juvenile Services the opportunity to train rescue dogs for adoption, while learning life skills	\$25,000

Grand Total Grants Approved for Future Payment

\$29,904,200

The Rees-Jones Foundation

20-5132900

## Additional Detail

Form 990-PF, Part VII-B, Line 1a.(3)

Trevor Rees-Jones, Board Chairman and founder of The Rees-Jones Foundation, furnishes partial use of office space, as well as miscellaneous other supplies and services, such as Information Technology services to the Foundation free of charge. These activities are not acts of self-dealing as codified in IRC Section 4941(D) (2) (C) .

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	<b>The Rees-Jones Foundation</b>	<input checked="" type="checkbox"/> <b>20-5132900</b>
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	<b>5956 Sherry Lane #1603</b>	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	<b>Dallas, TX 75225</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Cissy Moses

Telephone No. ▶ (214) 751-2977 FAX No. ▶ (214) 751-2978

- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ▶ ☒ calendar year 20 11 or
- ▶ ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b> \$	<b>130,000.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b> \$	<b>124,515.</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b> \$	<b>5,485.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev 1-2012)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	The Rees-Jones Foundation	<input checked="" type="checkbox"/> 20-5132900
	Number, street, and room or suite number If a P.O. box, see instructions	Social security number (SSN)
	5956 Sherry Lane #1603	<input type="checkbox"/>
File by the extended due date for filing the return See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	Dallas, TX 75225	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of \_\_\_\_\_  
Telephone No. \_\_\_\_\_ FAX No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☒. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20 12.

5 For calendar year 2011, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension Due to circumstances beyond the taxpayer's control, certain partnership and other tax information has not been received to date and more time is needed to file an accurate and complete return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	124,486.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	130,000.
8c <b>Balance due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature [Signature] Title President

Date 7/30/12

BAA

FIF20502L 07/29/11

Form 8868 (Rev 1-2012)