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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

07/01, 2011, and ending

06/30, 2012

Name of foundation THE STATEN ISLAND FOUNDATION		A Employer identification number 13-3993115
Number and street (or P O box number if mail is not delivered to street address) 260 CHRISTOPHER LANE		B Telephone number (see instructions) (718) 697-2832
City or town, state, and ZIP code STATEN ISLAND, NY 10314		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 69,520,289.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (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 (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	420,264.	420,264.		ATCH 1
4 Dividends and interest from securities	838,960.	838,960.		ATCH 2
5a Gross rents				
b Net rental income or (loss)	3,514,641.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	59,427,791.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)		1,035,195.		
11 Other income (attach schedule)				ATCH 3
12 Total. Add lines 1 through 11	4,773,865.	2,294,419.		
13 Compensation of officers, directors, trustees, etc.	151,971.	4,559.		147,412.
14 Other employee salaries and wages	136,732.			136,732.
15 Pension plans, employee benefits	44,611.	1,338.		43,273.
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	47,050.	21,275.		25,775.
c Other professional fees (attach schedule) *	283,831.	459,500.		
17 Interest. ATTACHMENT 6		5,652.		
18 Taxes (attach schedule) (see instructions) *	93,000.	7,592.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	60,013.			60,013.
21 Travel, conferences, and meetings	1,834.			1,834.
22 Printing and publications	675.			675.
23 Other expenses (attach schedule) ATCH 8	59,057.			59,057.
24 Total operating and administrative expenses. Add lines 13 through 23	878,774.	499,916.		474,771.
25 Contributions, gifts, grants paid	2,321,144.			2,740,311.
26 Total expenses and disbursements. Add lines 24 and 25	3,199,918.	499,916.		3,215,082.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,573,947.			
b Net investment income (if negative, enter -0-)		1,794,503.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 5 JSA ** ATCH 7

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,428,544.	2,356,102.	2,356,102.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule). **	5,551,874.	3,365,312.	3,365,312.
	b Investments - corporate stock (attach schedule) ATCH 10	24,063,465.	51,131,942.	51,131,942.
	c Investments - corporate bonds (attach schedule) ATCH 11	2,056,685.	3,769,222.	3,769,222.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans ATCH 12	39,950,820.	8,745,837.	8,745,837.
	13 Investments - other (attach schedule) ATCH 12			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 13)	51,784.	151,874.	151,874.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	75,103,172.	69,520,289.	69,520,289.	
Liabilities	17 Accounts payable and accrued expenses	22,500.	22,500.	
	18 Grants payable	1,355,167.	936,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	1,377,667.	958,500.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	73,725,505.	68,561,789.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	73,725,505.	68,561,789.		
31 Total liabilities and net assets/fund balances (see instructions)	75,103,172.	69,520,289.		

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	73,725,505.
2 Enter amount from Part I, line 27a	2	1,573,947.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	75,299,452.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 14	5	6,737,663.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	68,561,789.

**ATCH 9

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-79,750.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	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 (col (b) divided by col (c))
2010	3,433,292.	72,717,200.	0.047214
2009	3,495,304.	70,558,959.	0.049537
2008	4,006,182.	68,025,911.	0.058892
2007	5,330,765.	91,314,148.	0.058378
2006	4,528,581.	89,097,391.	0.050827
2 Total of line 1, column (d)			2 0.264848
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 0.052970
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 68,716,623.
5 Multiply line 4 by line 3			5 3,639,920.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 17,945.
7 Add lines 5 and 6			7 3,657,865.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 3,215,082.

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		1	35,890.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	35,890.
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	35,890.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	95,310.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	95,310.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	59,420.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 59,420. Refunded <input type="checkbox"/>	11		

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 page 19 of 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 <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NEW YORK		
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?	13	X	
Website address WWW.THESTATENISLANDFOUNDATION.ORG				
14	The books are in care of THE FOUNDATION Telephone no (718) 697-2832			
Located at 260 CHRISTOPHER LANE, SUITE 3B, STATEN ISLAND, NY ZIP + 4 10314				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	N/A		
and enter the amount of tax-exempt interest received or accrued during the year		15		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				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 type="checkbox"/> Yes <input checked="" 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	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		
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)? ☐ Yes ☒ No

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7b

N/A

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

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
ATTACHMENT 15		151,971.	15,712.	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
ATTACHMENT 16		136,732.	7,146.	0

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

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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
ATTACHMENT 17		459,500.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	45,162,024.
b	Average of monthly cash balances	1b	4,409,366.
c	Fair market value of all other assets (see instructions)	1c	20,191,679.
d	Total (add lines 1a, b, and c)	1d	69,763,069.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	69,763,069.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,046,446.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	68,716,623.
6	Minimum investment return. Enter 5% of line 5	6	3,435,831.

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	3,435,831.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	35,890.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	35,890.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,399,941.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,399,941.
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	3,399,941.

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	3,215,082.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	3,215,082.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,215,082.

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				3,399,941.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 182,631.				
b From 2007 878,612.				
c From 2008 632,648.				
d From 2009				
e From 2010				
f Total of lines 3a through e	1,693,891.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 3,215,082.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				3,215,082.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	184,859.			184,859.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,509,032.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
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)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,509,032.			
10 Analysis of line 9				
a Excess from 2007 876,384.				
b Excess from 2008 632,648.				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATTACHMENT 18A

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

ATTACHMENT 18B

c Any submission deadlines

ATTACHMENT 18B

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

ATTACHMENT 18C

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> ATTACHMENT 19				2,740,311.
Total			▶ 3a	2,740,311.
b <i>Approved for future payment</i> ATTACHMENT 19				936,000.
Total			▶ 3b	936,000.

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) Exclusion code	(d) Amount
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	420,264.
4 Dividends and interest from securities			14	838,960.
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	3,514,641.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory . . .				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e)				4,773,865.
13 Total. Add line 12, columns (b), (d), and (e)			13	4,773,865.

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

[illegible]

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

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

[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

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.

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

Phone no 212-661-7777

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST ON SAVINGS & TEMPORARY CASH INVESTMENTS	420,264.	420,264.
TOTAL	<u>420,264.</u>	<u>420,264.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS FROM SECURITIES	838,960.	838,960.
TOTAL	<u>838,960.</u>	<u>838,960.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INCOME FROM PARTNERSHIP		1,035,195.
TOTALS		<u>1,035,195.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONDON O'MEARA MCGINTY & DONNELLY LLP	22,500.	9,000.		13,500.
- AUDIT & TAX SERVICES POTTER, LAMARCA & COMPANY, LLP	24,550.	12,275.		12,275.
- ACCOUNTING FEES				
TOTALS	47,050.	21,275.		25,775.

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
IDB BANK OF NEW YORK	249,464.	249,464.
- INVESTMENT MANAGEMENT FEES		
JPMORGAN CHASE BANK	34,367.	34,367.
- CUSTODIAN AND INVESTMENT MANAGEMENT FEES		
JPMORGAN GLOBAL ACCESS PORTFOLIOS LLC		175,669.
- DEDUCTIONS-PORTFOLIO		
TOTALS	<u>283,831.</u>	<u>459,500.</u>

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE THROUGH PARTNERSHIP		5,652.
TOTALS		5,652.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	93,000.	
FOREIGN TAXES FROM PARTNERSHIP		7,592.
TOTALS	<u>93,000.</u>	<u>7,592.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OFFICE IMPROVEMENTS	8,181.	8,181.
STATIONARY AND SUPPLIES	1,572.	1,572.
POSTAGE	322.	322.
DUES AND SUBSCRIPTIONS	1,845.	1,845.
INSURANCE	9,415.	9,415.
OTHER OFFICE EXPENSES	4,813.	4,813.
BUSINESS MEALS	4,655.	4,655.
MAINTENANCE CONTRACTS	8,163.	8,163.
FILING FEES	2,192.	2,192.
COMPUTER EXPENSE	8,836.	8,836.
OTHER EXPENSES	1,546.	1,546.
CONSULTANT EXPENSE	2,475.	2,475.
BIENNIAL REPORT	1,794.	1,794.
RENOVATION EXPENSE	3,248.	3,248.
TOTALS	59,057.	59,057.

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

<u>DESCRIPTION</u>	<u>ATTACHMENT 9</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US GOVERNMENT AND AGENCY OBLIGATIONS	2,603,901.	2,603,901.
US OBLIGATIONS TOTAL	<u>2,603,901.</u>	<u>2,603,901.</u>
MUNICIPAL BONDS	761,411.	761,411.
STATE OBLIGATIONS TOTAL	<u>761,411.</u>	<u>761,411.</u>
US AND STATE OBLIGATIONS TOTAL	<u>3,365,312.</u>	<u>3,365,312.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 10A	11,637,255.	11,637,255.
SEE ATTACHMENT 10B	3,714,233.	3,714,233.
SEE ATTACHMENT 10C	1,072,296.	1,072,296.
SEE ATTACHMENT 10D	14,792,487.	14,792,487.
SEE ATTACHMENT 10E	16,523,554.	16,523,554.
SEE ATTACHMENT 10F	761,321.	761,321.
GENERAL ELECTRIC CAPITAL CORP PFD	257,700.	257,700.
POWERSHARES DB COMMODITY INDEX TRACKING FUND	324,706.	324,706.
JPM US REAL ESTATE FD - SEL	2,048,390.	2,048,390.
TOTALS	<u>51,131,942.</u>	<u>51,131,942.</u>

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
JPM TR I MLT SC INC - SEL 48121A-29-0	9.99	168,483.65	1,683,151.63 MF	1,700,000.00	(16,848.37)	68,235.87	4.05%
HARBOR HIGH YIELD BOND FUND - INS 411511-55-3	10.88	166,618.81	1,812,790.87 MF	1,827,798.34	(15,007.47)	110,966.79 24,794.25	6.12%
JPM SHORT DURATION BOND FD - SEL 4812C1-33-0	10.98	92,581.90	1,016,549.27 MF	1,017,475.09	(925.82)	15,461.17 1,018.40	1.52%
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10.67	112,151.51	1,196,656.58 MF	1,200,000.00	(3,343.42)	27,477.11 2,243.03	2.30%
JPMORGAN TR I FLOAT RATE INC 4.24% 48121L-51-0	9.78	266,840.78	2,609,702.81 MF	2,625,000.00	(15,297.19)	101,399.49 10,940.47	3.89%
JPM MANAGED INCOME - SEL 48121A-39-9	10.01	97,502.47	975,999.70 MF	974,723.68	1,276.02	3,315.08 300.38	0.34%
RIDGEWORTH INTERMEDIATE BOND FUND - I 76828T-70-2	10.56	38,278.77	404,234.40 MF	405,000.00	(765.60)	7,809.07 619.23	1.93%
US TREAS 0.75% 09/15/13 912828-NY-2 NA /AAA	100.57	70,000.00	70,396.20	69,953.61	442.69	525.00 154.07	0.28%
CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009 12572Q-AD-7 AA- /AA3	107.81	5,000.00	5,390.65	5,503.15	(112.50)	287.50 108.61	0.89%
SOUTHERN CALIF GAS CO 5 1/2% MAR 15 2014 DTD 11/21/2008 842434-CH-3 A+ /AA3	107.95	10,000.00	10,795.30	11,037.50	(242.20)	550.00 161.94	0.80%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
FHLMC 5% 12/01/20 31338W-CQ-0	107.50	43,362.75	46,513.22	46,735.92	(123.70)	2,168.13 180.64	1.27%
AMERICA MOVIL SAB DE CV <u>5 5/8% NOV 15 2017</u>	117.07	10,000.00	11,706.80	11,824.00	82.80	562.50 71.87	2.24%
TEMPLETON GLOBAL BD FD-AD 880208-40-0	12.81	61,114.20	782,872.94 MF	836,294.79	(53,421.85)	38,685.29	4.94%
DREYFUS/LAUREL FDS TR PRM EMRGN MKI 261980-49-4	14.19	81,416.25	1,155,298.59 MF	1,200,000.00	(44,703.41)	34,276.24	2.97%

Sum of MF = 11,637,255

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
GENERAL ELECTRIC CAPITAL CORP ELEC CAP CORP PFD DUE 04/24/47		10,000.000	257,700.00 25.77	250,000.00 7,700.00	15,000.00	5.82
HEWLETT PACKARD CO GLOBAL NOTE 2.65% 06/01/2016	BBB+	250,000.000	255,590.00 102.24	256,735.00 1,145.00-	6,625.00 552.08	2.59
INTERNATIONAL BUSINESS MACHINES 2% 01/05/2015	AA-	250,000.000	258,132.50 103.25	258,312.50 180.00-	5,000.00 2,444.44	1.94
ISHARES BARCLAYS AGENCY FUND		15,200.000	1,724,742.48 113.47	ETF 1,690,618.57 34,123.91	25,551.20	1.48
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND FUND		19,000.000	1,989,490.00 104.71	ETF 1,990,507.00 1,017.00-	34,162.00	1.72
MELLON FUNDING CORP SENIOR NOTE 5.2% 05/15/2014	A+	250,000.000	268,620.00 107.85	277,210.00 7,590.00-	13,000.00 1,661.11	4.82
MERCK & CO INC NEW NOTE 2.25% 01/15/2016	AA	250,000.000	261,062.50 104.43	262,072.50 1,010.00-	5,625.00 2,593.75	2.15
PRINCIPAL LIFE INCOME FUND 5.3% 12/14/2012	A+	500,000.000	510,120.00 102.02	531,171.28 21,051.28-	26,500.00 1,177.78	5.19
PROCTER & GAMBLE CO SENIOR NOTE 4.7% 02/15/2019	AA-	200,000.000	237,228.00 118.61	199,351.27 37,876.73	9,400.00 3,551.11	3.96
WILMINGTON DE 1.661% 11/01/2015	AA-	250,000.000	256,460.00 102.58	256,257.50 202.50	4,152.50 692.08	1.62

SUM OF ETF = 3,714,233

	Price	Quantity	Value	Cost
BARC PARTICIPATING GOLD NOTE 3/14/13 LNKD TO GOLDLNP 15% BARRIER, 25.1% CAP, 25.1% MAXRTN 03/02/12; INITIAL STRIKE: 1707 06738K-S6-9	94.67	400,000,000	378,680.00	400,000.00
DB BRENT CBEN 10/25/12 LNKD TO CO1 15% BARRIER, 7.15% CPN, 8% CAP 4/20/12; INITIAL STRIKE: 118.76 2515A1-JH-5	79.36	375,000,000	297,600.00	375,000.00
GS BRENT GOLD NOTE 12/14/12 LNKD TO GOLDLNP, STRIKE: \$1,747/OZ 1.63% LEV, 15% BUFFER, 16.3% MAXRTN 12/2/11 38143U-H8-7	99.00	400,000,000	396,018.00	400,000.00

Total 1,072,296

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
BARC MARKET PLUS XLK 08/13/13 71% CONTIN BARRIER- 0% CPN UNCAPPED INITIAL LEVEL-02/03/12 XLK:27.715 06738K-M9-9	102.64	400,000,000	410,560.00	400,000.00	10,560.00		
JPM CONT BUFF EQ SPX 12/10/12 80% CONTIN BARRIER- 17.4% CPN 20% CAP INITIAL LEVEL-11/23/11 SPX: 1,161.78 48 125V-DJ-8	115.41	200,000,000	230,820.00	200,000.00	30,820.00		
PARVASSUS FD EQTY INCM INST 701768-40-8 PRIL X	27.97	92,402,559	2,584,602.37	2,500,000.00	84,602.37	36,037.03 10,459.98	1.39 %
SG CONT BUFF EQ SPX 08/23/12 80% CONTIN BARRIER- 5% CPN 20% CAP INITIAL LEVEL-08/05/11 SPX: 1,189.38 78423A-2U-5	112.17	250,000,000	280,425.00	250,000.00	30,425.00		
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	136.11	27,581,000	3,753,912.01	3,654,467.68	99,444.33	74,385.95 18,982.90	1.98 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
ISHARES S&P MIDCAP 400 INDEX FUND 464287-50-7 IJH	94.17	22,235.000	2,093,868.95	2,127,208.61	(33,338.66)	26,770.94	1.28%
JPM CONT BUFF EQ MID 12/05/12 80% CONTIN BARRIER- 7.5%CPN 20% CAP INITIAL LEVEL-11/18/11 MID-861.04 48125V-DA-5	109.98	190,000.000	208,962.00	190,000.00	18,962.00		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	49.98	16,090.000	803,856.40	888,330.33	(84,473.93)	27,642.62	3.44%
RS INTERNATIONAL GROWTH FUND 74972H-42-4 RSIG X	16.03	52,023.121	833,930.63	900,000.00	(66,069.37)	2,445.08	0.29%
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND 464288-18-2 AAXJ	52.61	16,640.000	875,430.40	932,075.67	(56,645.27)	14,959.36	1.71%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
MATTHEWS ASIA DIVIDEND INSTITUTIONAL 577130-75-0 MIPI X	13.36	57,863.704	773,059.09	770,000.00	3,059.09	21,004.52	2.72%
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	39.93	18,860.000	753,079.80	813,169.25	(60,089.45)	17,087.16	2.27%

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ISHARES GSCI COMMODITY INDEXED TRUST	GSG	17,800,000	541,832.00 30.44	580,146.50 38,314.50-		
SPDR GOLD SHARES	GLD	3,800,000	589,722.00 155.19	588,391.62 1,330.38		
SPDR S&P 500	SPY	430,000	58,525.15 136.11	59,532.21 1,007.06-	1,159.71 295.95	1.98

Total 14,792,487

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
AT&T INC COM	T	1,450 000	51,707.00 35.66	44,518.48 7,188.52	2,552.00	4 94
ADVANCE AUTO PARTS INC	AAP	956 000	65,218.32 68.22	85,255.98 20,037.66-	229.44 57.36	0 35
AEON CO LTD ADR	AONNY	1,330 000	16,891.00 12.70	17,143.81 252.81-	313.88	1 86
AGILENT TECHNOLOGIES INC	A	879 000	34,491.96 39.24	34,891.71 399.75-	351.60 87.90	1 02
AIR LIQUIDE ADR	AIQY	1,113.200	25,314.17 22.74	22,493.54 2,820.63	419.68	1 66
AIR METHODS CORP COM	AIRM	270 000	26,527.50 98.25	21,746.75 4,780.75		
AKZO NOBEL NV SPONSORED ADR	AKZOY	2,565 000	40,167.90 15.66	47,963.07 7,795.17-	1,308.15	3.26
ALBEMARLE CORP	ALB	531 000	31,668.84 59.64	34,878.34 3,209.50-	424.80 106.20	1 34
ALEXION PHARMACEUTICALS INC	ALXN	221.000	21,945.30 99.30	19,887.68 2,057.62		
ALLIANCE DATA SYSTEMS CORP	ADS	291 000	39,285.00 135.00	30,767.21 8,517.79		
AMAZON INC	AMZN	280 000	63,938.00 228.35	56,786.77 7,151.23		
AMERICAN CAMPUS COMMUNITIES	ACC	1,972 000	88,700.56 44.98	56,792.78 31,907.78	2,662.20	3 00
AMERICAN CAPITAL AGENCY CORP	AGNC	1 266 000	42 550.26 33.61	38,118.59 4,431.67	6 330.00 1,582.50	14.88
AMERICAN EXPRESS CO CO	AXP	770 000	44,821.70 58.21	44,144.10 677.60	616.00	1 37

AMPHENOL CORP	APH	1,416 000	77,766 72 54.92	88,772 34 9,005 62-	594 72 148 68	0 76
ANSYS INC	ANSS	1,137 000	71,756.07 63.11	64,562 68 7,193.39		
APPLE INC	AAPL	278 000	162,352.00 584.00	105,444 17 58,907.83		
APTARGROUP INC	ATR	519 000	26,494.95 51.05	26,334.84 160 11	456 72	1 72
ASPEN TECHNOLOGY INC	AZPN	447 000	10,348 05 23 15	9,985.75 362 30		
ASSURANT INC	AIZ	883 000	30,763 72 34 84	34,420 80 3,657.08-	741.72	2.41
ATWOOD OCEANICS INC	ATW	1,330 000	50,327 20 37.84	43,548.18 6,779.02		
AVALONBAY COMMUNITIES	AVB	411 000	58,148 28 141 48	52,292.17 5,856.11	1,594 68 449.11	2 74
AVNET INC	AVT	933 000	28,792 38 30 88	33,825.82 5,033.44-		
AXA SA SPONSORED ADR	AXAHY	660 000	8,784.60 13 31	11,506 20 2,721.60-	483 12	5 50
BASF SE SPONSORED ADR	BASFY	280 000	19,432.00 69.40	19,658.00 226 00-	675.64	3 48
BG GROUP PLC ADR	BRGY	2,195 000	45,085 30 20.54	41,061.40 4,023.90	522 41	1.16
BP PLC SPONSORED ADR	BP	1,126 000	45,648 04 40 54	45,548.22 99.82	2,161.92	4.74
BNP PARIBAS SPONSORED ADR	BNPQY	1,576 000	30,335.32 19 25	46,461.65 16,126.33-	865.22	2 85
BANCFIRST CORP	BANF	550 000	23,050.50 41.91	22,922.44 128.06	594.00 148.50	2.58
BANCO SANTANDER S.A.	STD	3,299 000	21,641.44 6 56	28,589 16 6,957.72-	2,101 46	9.71
BARD C R INC	BCR	810 000	87,026 40 107.44	80,246.29 6,780.11	648 00	0.74
BARCLAYS PLC ADR	BCS	2,490 000	25,647 00 10 30	37,333 52 11,686 52-	938 73	3 66
BARRICK GOLD CORP	ABX	1,090 000	40,951.30 37 57	44,658 28 3,706 98-	872 00	2 13

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
BARRETT BILL CORP	BBG	1,060 000	22,705 20 21.42	39,890.97 17,185 77-		
BAXTER INTERNATIONAL INC	BAX	1,725 000	91,683.75 53 15	101,831 33 10,147.58-	2,311 50 577 88	2 52
BAYER A G SPONSORED ADR	BAYRY	945 000	67,529 70 71 46	63,356 78 4,172 92	1,474.20	2 18
BAYERISCHE MOTOREN WERKE AG ADR	BAMXY	1,532 000	36,645 44 23.92	31,160 56 5,484 88	1,021.84	2 79
BENCHMARK ELECTRONICS INC	BHE	2,410 000	33,619 50 13 95	44,980.26 11,360 76-		
BERKSHIRE HATHAWAY INC CLASS B NEW	BRK B	385 000	32,082 05 83.33	31,412 11 669.94		
BHP BILLITON LTD ADR	BHP	625 000	40,812.50 65 30	50,805.07 9,992.57-	1,375.00	3 37
BIO-REFERENCE LABS INC	BRLI	2,090 000	54,925 20 26 28	35,837.23 19,087 97		
BJS RESTAURANTS INC	BJRI	390 000	14,820.00 38.00	15,157.12 337.12-		
BLACKBAUD INC	BLKB	1,025 000	26,311 75 25 67	23,890.88 2,420 87	492 00	1 87
BLACKROCK INC CL A	BLK	220 000	37,360 40 169.82	44,598 14 7,237.74-	1,320 00	3 53
BOEING CO	BA	440 000	32,692 00 74 30	32,995 55 303.55-	774 40	2 37
BORG WARNER INC	BWA	313 000	20,529 67 65 59	17,460 43 3,069 24		
BOSTON PROPERTIES	BXP	559 000	60,578.83 108 37	50,742 14 9,836 69	1,229 80 307.45	2 03
BRISTOL MYERS SQUIBB	BMJ	1,330 000	47,813 50 35.95	44,064 90 3,748 60	1,808 80	3.78
BRITISH AMERICAN TOBACCO PLC SPONSORED ADR	BTI	325 000	33,189 00 102 12	23,248 10 9,940 90	1,313 65	3.96
BROOKFIELD ASSET MANAGEMENT	BAM	365 000	12,081 50 33 10	10,167 51 1,913 99	204 40	1.69
BROWN FORMAN CORP CL B	BF-B	609 000	58,981 65 96 85	51,588 33 7,393 32	852 60 213.15	1 45

CH ROBINSON WORLDWIDE INC	CHRW	345 000	20,192.85 58.53	22,790.67 2,597.82-	455.40 113.85	2.26
CLECO CORP	CNL	2,108 000	88,177.64 41.83	63,715.91 24,461.73	2,635.00	2.99
CNOOC LTD SPONSORED ADR	CEO	118.000	23,747.50 201.25	21,208.84 2,538.66	724.05	3.05
CYS INVESTMENTS INC	CYS	2,839 000	39,093.03 13.77	38,535.33 557.70	5,678.00 1,419.50	14.52
CALGON CARBON CORP	CCC	4,040 000	57,448.80 14.22	58,152.41 703.61-		
CAMERON INTL CORP	CAM	578.000	24,686.38 42.71	29,407.18 4,720.80-		
CANADIAN NATIONAL RAILWAY COMPANY	CNI	420 000	35,439.60 84.38	27,028.15 8,411.45	635.46	1.79
CANADIAN NATURAL RESOURCES LTD	CNQ	930.000	24,970.50 26.85	38,692.02 13,721.52-	395.25 98.78	1.58
CANADIAN PACIFIC RAILWAY LTD	CP	610.000	44,688.60 73.26	38,462.06 6,226.54	861.32 215.40	1.93
CANON INC ADR REPSTG 5 SHS	CAJ	806 000	32,191.64 39.94	36,871.74 4,680.10-	1,082.46	3.36
CARDINAL HEALTH INC	CAH	1,070 000	44,940.00 42.00	44,593.64 346.36	1,016.50 254.13	2.26
CARDTRONICS INC	CATM	1,000 000	30,210.00 30.21	27,443.40 2,766.80		
CAVIUM INC	CAVM	730 000	20,440.00 28.00	29,386.68 8,946.68-		
CENTURYLINK INC	CTL	1,160.000	45,808.40 39.49	44,576.83 1,231.57	3,364.00	7.34
CERNER CORP	CERN	395.000	32,650.70 82.66	30,010.09 2,640.61		
CHART INDUSTRIES INC	GTLS	1,200 000	82,512.00 68.76	29,786.17 52,725.63		
CHEVRON CORP	CVX	430 000	45,365.00 105.50	44,590.01 774.99	1,548.00	3.41
CHINA CONSTR BK CORP ADR	CICHY	2,157 000	29,701.89 13.77	37,096.92 7,395.03-	1,341.65	4.52
CHINA UNICOM (HONG KONG) LTD SPONSORED ADR	CHU	1,109.000	13,917.95 12.55	18,598.49 4,680.54-	157.48	1.13

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CHOICE HOTELS INTERNATIONAL INC	CHH	2,266,000	90,481.38 39.93	84,644.84 5,836.54	1,676.84 419.21	1.85
CHURCH & DWIGHT CO INC	CHD	1,434,000	79,543.98 55.47	71,112.06 8,431.92	1,376.64	1.73
CLARCOR INC	CLC	800,000	38,528.00 48.16	28,299.75 10,228.25	384.00	1.00
CLEARBRIDGE ENERGY MLP	CEM	500,000	11,035.00 22.07	10,242.95 792.05	730.00	6.62
CLIFFS NATURAL RESOURCES INC	CLF	427,000	21,046.83 49.29	25,615.89 4,569.06-	1,067.50	5.07
COGNEX CORP	CGNX	875,000	27,693.75 31.65	16,633.28 11,060.47	385.00	1.39
COHEN & STEERS INC	CNS	1,075,000	37,098.25 34.51	24,599.41 12,498.84	774.00	2.09
COHU INC	COHU	1,225,000	12,446.00 10.16	16,662.63 4,216.63-	294.00 73.50	2.36
COINSTAR INC	CSTR	1,000,000	68,660.00 68.66	41,545.70 27,114.30		
COLGATE PALMOLIVE	CL	460,000	47,886.00 104.10	44,661.35 3,224.65	1,140.80	2.38
COMPASS GROUP PLC SPONSORED ADR	CMPGY	954,000	10,179.18 10.67	9,034.38 1,144.80	267.12	2.62
COMPASS MINERALS INTL INC	CMP	290,000	22,121.20 76.28	21,811.79 309.41	574.20	2.60
COPART INC	CPRT	3,030,000	71,780.70 23.69	79,194.80 7,414.10-		
COSTAR GROUP INC	CSGP	295,000	23,954.00 81.20	21,137.80 2,816.20		
CROWN CASTLE INTL CORP	CCI	840,000	49,274.40 58.66	44,570.32 4,704.08		
CUBESMART	CUBE	1,745,000	20,364.15 11.67	18,405.31 1,958.84	558.40 139.60	2.74
CUBIST PHARMACEUTICALS INC	CBST	825,000	31,275.75 37.91	35,121.16 3,845.41-		
DBS GROUP HOLDINGS LTD SPONSORED ADR	DBSDY	521,000	23,085.51 44.31	21,825.02 1,260.49	892.47	3.87

DANAHER CORP	DHR	393 000	20,467.44 52 08	21,299 46 832 02-	39.30 9.83	0.19
DANONE SPONSORED ADR	DANOY	3,072.000	38,031.36 12.38	37,345 50 685 86	709 63	1 87
DASSAULT SYSTEMS S A SPONSORED ADR	DASTY	242.000	22,772 20 94 10	16,204 55 6,567 65	148 35	0 65
DENSO CORP ADR	DNZOY	1,884 000	32,084 52 17 03	29,624 00 2,460.52	423 90 269.78	1 32
DENTSPLY INT INC	XRAY	2,179.000	82,387 99 37.81	88,031.16 5,643.17-	479.38 119 85	0 58
DIAGEO PLC SPONSORED ADR	DEO	365 000	37,620.55 103.07	26,363 64 11,256 91	962 51	2.56
DIGITAL REALTY TRUST	DLR	1,898.000	142,482 86 75.07	99,530 74 42,952.12	5,542.16	3 89
DILLARDS INC	DDS	359 000	22,861 12 63 68	24,781.73 1,920 61-	71.80 17 95	0 31
DISNEY WALT CO	DIS	1,040 000	50,440.00 48 50	43,913 79 6,526.21	624 00	1 24
DISCOVER FINANCIAL SERVICES	DFS	1,096 000	37,899 68 34.58	26,627.14 11,272 54	438 40	1 16
DOLLAR GENERAL CORP	DG	423 000	23,006 97 54 39	20,184.55 2,822 42		
DRESSER-RAND GROUP INC	DRC	2,915 000	129,834.10 44.54	136,475.05 6,640.95-		
DRIL-QUIP INC	DRQ	425.000	27,875.75 65 59	24,197.67 3,678 08		
DU PONT E I DE NEMOURS & CO	DD	700 000	35,399.00 50.57	37,159 36 1,760.36-	1,204 00	3 40
DUPONT FABROS TECHNOLOGY INC	DFT	2,037 000	58,176 72 28 56	46,072.74 12,103.98	1,222 20	2 10
EMC CORP MASS	EMC	1,465.000	37,547.95 25 63	43,887 88 8,339.93-		
EQT CORP	EQT	1,521 000	81,571 23 53 63	75,256.65 6,314 58	1,338 48	1 64
EAST JAPAN RAILWAY CO ADR	EJPRY	4,767 000	49,529.13 10.39	52,290.48 2,761.35-	900 96	1.82

EASTMAN CHEMICAL CO	EMN	485 000	24,429.45 50.37	24,909 12 479 67-	504 40 126 10	2 06
ENERGIZER HLDGS INC	ENR	1,102 000	82,925 50 75.25	78,842 11 4,083 39		
ENERSIS S A SPONSORED ADR	ENI	1,991 000	37,231 70 18.70	35,510 70 1,721 00	786 45	2 11
ENSIGN ENERGY SERVICES INC	ESVIF	440 000	6,036 80 13.72	5,879 46 157 34	185.68 46 41	3 08
EQUIFAX INC	EFX	1,916 000	89,285 60 46 60	86,136 44 3,149 16	1,379.52	1 55
EQUINIX INC NEW	EQIX	244 000	42,858 60 175 65	20,334 90 22,523 70		
EQUITY RESIDENTIAL	EQR	714 000	44,525 04 62 36	40,351 23 4,173 81	963 90 274.05	2 16
ERICSSON ADR	ERIC	1,995 000	18,214.35 9 13	21,252 32 3,037 97-	484 79	2 66
EXPEDITORS INTL WASH INC	EXPD	788.000	30,535 00 38.75	36,813 47 6,278 47-	441.28	1 45
EXXON MOBIL CORP	XOM	1,335 000	114,235 95 85 57	112,766 55 1,469 40	3,043 80	2.66
FEI CO	FEIC	775.000	37,076 00 47.84	31,893 81 5,182 19	248 00	0 67
FEDERAL REALTY INVT	FRT	296 000	30,810 64 104 09	27,043 32 3,767.32	816 96 204 24	2 65
FEDERATED INVESTMENT INC CL B	FII	4,154 000	90,764.90 21 85	94,187 80 3,422 90-	3,987 84	4 39
FIFTH THIRD BANCORP	FITB	2,966.000	39,744 40 13.40	38,179.69 1,564 71	949 12 237 28	2 39
FINNING INTERNATIONAL INC NEW	FINGF	85.000	1,952 45 22 97	2,346 00 393 55-	46 33	2 37
FIRST REPUBLIC BANK SAN FRAN CA	FRC	855 000	28,728 00 33 60	28,240 56 487 44		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
FLUOR CORP	FLR	723.000	35,672.82 49.34	40,783.65 5,110.83-	462.72 115.68	1.30
FOREST CITY ENTERPRISES INC CL A	FCE/A	6,088.000	88,884.80 14.60	75,707.84 13,176.96		
FORWARD AIR CORP	FWRD	1,910.000	61,635.70 32.27	52,151.24 9,484.46	534.80	0.87
FOSSIL INC	FOSL	459.000	35,131.86 76.54	35,035.70 96.16		
FUEL SYSTEM SOLUTIONS INC	FSYS	1,470.000	24,534.30 16.69	44,561.46 20,027.16-		
GENERAL ELECTRIC CO	GE	2,290.000	47,723.60 20.84	44,083.42 3,640.18	1,557.20 389.30	3.26
GENERAL MILLS INC	GIS	1,040.000	40,081.60 38.54	40,709.76 628.16-	1,372.80	3.43
GENUINE PARTS CO	GPC	586.000	35,306.50 60.25	36,986.33 1,679.83-	1,160.28 290.07	3.29
GLACIER BANCORP INC NEW	GBCI	1,825.000	28,214.50 15.46	26,090.59 2,123.91	949.00	3.36
GOOGLE INC	GOOG	75.000	43,505.25 580.07	49,172.24 5,666.99-		
GRACO INC	GGG	1,116.000	51,425.28 46.08	59,315.29 7,890.01-	1,004.40	1.95
GRAND CANYON ED INC	LOPE	1,550.000	32,457.00 20.94	24,664.22 7,792.78		
GROUP 1 AUTOMOTIVE INC	GPI	825.000	37,628.25 45.61	34,243.17 3,385.08	495.00	1.32
GULFPORT ENERGY CORP NEW	GPOR	2,671.000	55,102.73 20.63	53,584.24 1,518.49		
HCC INSURANCE HOLDINGS INC	HCC	1,290.000	40,506.00 31.40	40,707.89 201.89-	799.80 199.95	1.97
HDFC BANK LTD ADR	HDB	572.000	18,647.20 32.60	18,703.75 56.55-	128.70	0.69
HMS HOLDINGS CORP	HMSY	1,500.000	49,965.00 33.31	23,483.54 26,481.46		
HSBC HOLDINGS PLC SPONSORED ADR NEW	HBC	1,078.000	47,572.14 44.13	50,828.11 3,255.97-	2,209.90 389.70	4.65
HANCOCK HOLDING CO	HBHC	1,237.000	37,654.28 30.44	34,916.30 2,737.98	1,187.52	3.15
HANGER INC NEW	HGR	1,300.000	33,332.00 25.64	30,052.65 3,279.35		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
HARMONIC INC	HLIT	9,520 000	40,555 20 4 26	61,196 35 20,641 15-		
HARRIS TEETER SUPERMARKETS INC	HTSI	875 000	35,866 25 40 99	27,157 34 8,708 91	490 00 122 50	1.37
HASBRO INC	HAS	886 000	30,008.82 33.87	39,152 43 9,143 61-	1 275 84	4 25
HATTERAS FINL CORP	HTS	1,509 000	43,157.40 28 60	40,398.91 2,758.49	5,432 40 1,358 10	12 59
HEALTHCARE SERVICES GROUP INC	HCSG	1,388,000	26,899 44 19 38	20,427 73 6,471.71	902 20	3 35
HEARTLAND EXPRESS INC	HTLD	1,950 000	27,904.50 14 31	29 673 55 1,769 05-	156 00 39 00	0 56
HELCA MINING	HL	4,510,000	21,422 50 4 75	34,711 96 13,289 46-	405 90	1 89
HEINEKEN NV ADR	HINKY	1,468 000	38,373 52 28 14	34,358.46 4,015.06	637 11	1.66
HIBBETT SPORTS INC	HIBB	600 000	34,626 00 57.71	14,097 33 20,528 67		
HITTITE MICROWAVE CORP	HITT	625 000	31,950 00 51.12	26,284 96 5,665 04		
HOLOGIC INC	HOLX	2,295 000	41,401 80 18 04	50,228 83 8,827 03-		
HONDA MOTOR LTD AMERN ADR	HMC	1,257 000	43,567.62 34 66	47,830.95 4,263 33-	647 36	1 49
HONEYWELL INTERNATIONAL INC	HON	750 000	41,880.00 55.84	43,522.50 1,642 50-	1,117 50	2 67
HORMEL FOODS CORP	HRL	1,088,000	33,096.96 30 42	31,464 85 1,632 11	652 80	1.97
HOSPIRA INC	HSP	865,000	30,257 70 34.98	32,818 36 2,560.66-		
HOST HOTELS & RESORT	HST	2,835 000	44,849 70 15 82	43,923 60 926 10	793 80 156 80	1 77
HUTCHISON WHAMPOA LTD ADR	HUWHY	1,995 000	34,533 45 17 31	31,953 72 2,579.73	949.62	2 75
ICU MED INC	ICUI	725 000	38,700 50 53 38	25,849.47 12,851 03		
IPC THE HOSPITALIST CO INC	IPCM	665 000	30,137 80 45.32	31,878.64 1,740 84-		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
IXIA	XXIA	2,300.000	27,646.00 12.02	28,106.00 460.00-		
IBERIABANK CORP	IBKC	610.000	30,774.50 50.45	34,582.95 3,808.45-	829.60 207.40	2.70
ICICI BANK LTD ADR	IBN	512.000	18,593.92 32.41	22,639.39 6,045.47-	293.89	1.77
ING GROEP NV SPONSORED ADR	ING	3,993.000	26,673.24 6.68	39,366.19 12,692.95-		
INTERDIGITAL INC	IDCC	600.000	17,706.00 29.51	19,661.16 1,955.16-	240.00	1.36
INTERMUNE INC	ITMN	1,454.000	17,375.30 11.95	17,604.45 229.15-		
INTL FLAVORS & FRAGRANCES INC FRAGRANCES INC	IFF	983.000	52,772.40 54.80	57,375.06 4,602.66-	1,194.12 298.53	2.26
INTUIT	INTU	1,923.000	114,130.05 59.35	116,725.91 2,595.86-	1,153.80	1.01
ITAU UNIBANCO HOLDING SA SPONSORED ADR REP PFD	ITUB	1,884.000	26,225.28 13.92	37,210.11 10,984.83-	162.02 14.06	0.62
ITRON INC	ITRI	790.000	32,579.60 41.24	51,817.90 19,238.30-		
JPMORGAN CHASE & CO	JPM	2,980.000	106,475.40 35.73	133,287.83 26,812.43-	3,576.00	3.36
JOHNSON CONTROLS INC	JCI	1,410.000	39,071.10 27.71	44,216.61 5,145.51-	1,015.20 253.80	2.60
KAO CORP SPONSORED ADR	KCRPY	936.000	25,749.36 27.51	22,691.24 3,058.12	593.42 363.20	2.30
KAYNE ANDERSON MASTER LIMITED PARTNERSHIP INVESTMENT CO	KYN	675.000	20,769.75 30.77	16,057.57 4,712.18	1,424.25	6.86
KDDI CORP ADR	KDDIY	1,905.000	30,861.00 16.20	26,943.31 3,917.69	807.72 337.94	2.62
KEPPEL LTD SPONSORED ADR	KPELY	2,985.000	48,834.60 16.36	38,782.40 10,052.20	2,068.61	4.24
KEY CORP NEW	KEY	4,762.000	36,857.88 7.74	35,822.98 1,034.90	952.40	2.58
KIMCO REALTY CORP	KIM	1,970.000	37,489.10 19.03	31,066.70 6,422.40	1,497.20	3.99
LKQ CORP	LKQX	2,005.000	66,896.83 33.37	63,088.13 3,808.70		
LI & FUNG LTD ADR	LFUGY	4,902.000	18,823.68 3.84	21,764.88 2,941.20-	534.32	2.84

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
L-3 COMMUNICATIONS HOLDINGS CORP	LLL	453 000	33,526.53 74.01	35,722.96 2,196.43-	906.00	2.70
LVMH MOET HENNESSEY LOU VUITTON ADR	LVMUY	1,027,000	31,056.48 30.24	29,650.22 1,406.26	820.57	2.64
LAKELAND FINANCIAL CORP	LKFN	1,390,000	37,293.70 26.83	28,497.91 8,795.79	945.20	2.53
LANDAUER INC	LDR	310,000	17,772.30 57.33	19,137.04 1,364.74-	682.00 170.50	3.84
LANDSTAR SYSTEM INC	LSTR	519 000	26,842.68 51.72	27,122.89 280.21-	114.18	0.43
LAYNE CHRISTENSEN CO	LAYN	1,750 000	36,207.50 20.69	49,709.08 13,501.58-		
LIFE TIME FITNESS INC	LTM	810 000	37,673.10 46.51	26,346.93 11,326.17		
LINCOLN NATIONAL CORP	LNC	1,449 000	31,689.63 21.87	38,287.08 6,597.45-	463.68	1.46
LINDSAY CORP	LNN	1,030 000	66,847.00 64.90	62,058.77 4,788.23	370.80	0.55
MSC INDUSTRIAL DIRECT INC CL A	MSM	1,186 000	77,742.30 65.55	98,967.90 21,225.60-	1,186.00	1.53
MVC CAPITAL INC	MVC	1,810 000	23,439.50 12.95	23,348.26 91.24	868.80	3.71
MACERICH CO	MAC	880 000	51,964.00 59.05	43,056.20 8,907.80	1,936.00	3.73
MANULIFE FINL CORP	MFC	875 000	9,528.75 10.89	13,113.96 3,585.21-	447.13	4.69
MARKETAXESS HOLDINGS INC	MKTX	1,150 000	30,636.00 26.64	28,945.07 1,690.93	506.00	1.65
MERIDIAN BIOSCIENCE INC	VIVO	600 000	12,276.00 20.46	12,286.18 10.18-	456.00	3.71
MERIT MEDICAL SYSTEMS INC	MMSI	3,487,000	48,155.47 13.81	43,427.40 4,728.07		
METTLER TOLEDO INTERNATIONAL	MTD	260 000	40,521.00 155.85	48,476.97 7,955.97-		
MICROS SYSTEMS INC	MCRS	1,556 000	79,667.20 51.20	82,347.12 2,679.92-		
MICROSOFT CORP	MSFT	3,175 000	97,123.25 30.59	100,506.73 3,383.48-	2,540.00	2.62
MICROCHIP TECH INC	MCHP	2,199,000	72,742.92 33.08	81,472.95 8,730.03-	3,078.60	4.23

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MID-AMERICA APT COMMUNITIES INC	MAA	615 000	41,967.60 68.24	30,987.76 10,979.84	1,623.60	3.87
MIDDLEBY CORP	MIDD	415.000	41,338.15 99.61	19,046.66 22,291.49		
MITSUBISHI CORP SPONSORED ADR	MSBHY	521.000	21,011.93 40.33	25,024.76 4,012.83-	774.73 430.85	3.69
MITSUBISHI UFJ FINANCIAL GRP INC SPONSORED ADR	MTU	6,517 000	30,955.75 4.75	28,935.48 2,020.27	905.86 490.74	2.93
MONRO MUFFLER BRAKE INC	MNRO	642 000	21,340.08 33.24	17,838.32 3,701.76	256.80	1.20
MYRIAD GENETICS INC	MYGN	1,450.000	34,466.50 23.77	34,408.07 58.43		
NASDAQ OMX GROUP INC	NDAQ	939 000	21,287.13 22.67	20,282.02 1,005.11	488.28	2.29
NATIONAL HEALTH INVESTMENT INC	NHI	545.000	27,751.40 50.92	24,033.32 3,718.08	1,417.00 354.25	5.11
NAVIGATORS GROUP INC	NAVG	930 000	46,546.50 50.05	40,831.23 5,715.27		
NESTLE S A SPONSORED ADR	NSRGY	2,887.000	172,469.38 59.74	158,598.64 13,870.74	5,115.76	2.97
NEUSTAR INC CL A	NSR	608 000	20,307.20 33.40	19,990.98 316.22		
NEWMARKET CORP	NEU	139.000	30,107.40 216.60	26,835.85 3,271.55	417.00 84.75	1.39
NORDSON CORP	NDSN	1,609.000	82,525.61 51.29	68,558.04 13,967.57	804.50	0.97
NORFOLK SOUTHERN CORP	NSC	990.000	71,052.30 71.77	66,141.80 4,910.50	1,861.20	2.62
NOVARTIS A G SPONSORED ADR	NVS	1,555 000	86,924.50 55.90	85,229.19 1,695.31	3,274.83	3.77
NVIDIA CORP	NVDA	2,129 000	29,422.78 13.82	25,877.23 3,745.55		
O'REILLY AUTOMOTIVE INC NEW	ORLY	369 000	30,911.13 83.77	30,348.74 562.39		
OMNICOM GROUP	OMC	2,506 000	121,791.60 48.60	124,899.04 3,107.44-	3,007.20 751.80	2.47
OMNIVISION TECHNOLOGIES INC	OVTI	1,710 000	22,811.40 13.34	44,694.40 21,883.00-		
ON SEMICONDUCTOR CORP	ONNN	3,035 000	21,548.50 7.10	27,297.70 5,749.20-		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ONEOK INC	OKE	548 000	23,185 88 42 31	13,063.80 10,122 08	668 56	2 88
ORACLE CORP	ORCL	1,510 000	44,847.00 29 70	43,910 20 936 80	362 40	0 81
PNC FINANCIAL SERVICES GROUP INC	PNC	1,060 000	64,776.60 61 11	66,621.95 1,845 35-	1,696 00	2 62
PT BANK MANDIRI PERSERO TBK ADR	PPERY ..	2,230 000	17,572.40 7.88	17,171 00 401 40	173 94	0 99
PALL CORP	PLL	550 000	30,145 50 54 81	32,900.73 2,755 23-	462 00	1 53
PAREXEL INTERNATIONAL CORP	PRXL	2,020 000	57,024.60 28.23	39,231 00 17,793 60		
PARKER HANNIFIN CORP	PH	482.000	37,056.16 76.88	40,534 00 3,477 84-	790 48	2 13
PATTERSON COS INC	PDCO	1,215 000	41,881 05 34.47	40,173.01 1,708 04	680 40	1 62
PEARSON PLC SPONSORED ADR	PSO	887 000	17,606 95 19 85	16,004 54 1,602 41	596 95	3 39
PEETS COFFEE & TEA INC	PEET	315 000	18,912 60 60.04	11,651 39 7 261.21		
PEPSICO INC	PEP	1,350 000	95,391.00 70 66	88,436 07 6,954 93	2,902 50	3 04
PERRIGO CO	PRGO	540 000	63,682 20 117 93	26,230 03 37,452.17	172 80	0 27
PFIZER INC	PFE	1,335 000	30,705.00 23.00	30,037.24 667 76	1,174 80	3 83
PHILIP MORRIS INTERNATIONAL INC	PM	760 000	66,317.60 87.26	67,305 52 987.92-	2,340 80 585 20	3 53
PLUM CREEK TIMBER CO INC	PCL	381.000	15,125.70 39.70	13,609 13 1,516 57	640 08	4 23
PORTFOLIO RECOVERY ASSOCIATES	PRAA	995 000	90,803 70 91.26	59,540 02 31,263.68		
POST PROPERTIES INC	PPS	949 000	46,453.55 48 95	39,635 09 6,818 46	949 00 262 25	2 04
POTASH CORP SASK INC	POT	1,020.000	44,563 80 43 69	42,808 48 1,755 32	571 20	1 28
POTLATCH CORP	PCH	330 000	10,540.20 31.94	10,457 67 82 53	409 20	3 88
POWER INEGRATIONS INC	POWI	660 000	24,618.00 37 30	23,317 90 1,300 10	132 00	0 54

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
PRECISION CASTPARTS CORP	PCP	245 000	40,300.05 164.49	42,402.12 2,102.07-	29.40 7.35	0.07
PRESTIGE BRANDS HOLDINGS INC	PBH	2,970 000	46,955.70 15.81	27,311.45 19,644.25		
T ROWE PRICE GROUP INC	TROW	2,160 000	135,993.60 62.96	141,560.78 5,567.18-	2,937.60	2.16
PROASSURANCE CORP	PRA	400 000	35,638.00 89.09	21,207.61 14,428.39	400.00 100.00	1.12
PROLOGIS INC	PLD	1,293 000	42,966.39 33.23	38,809.05 4,157.34	1,448.16	3.37
PROS HOLDINGS INC	PRO	775 000	13,035.50 16.82	6,800.11 6,235.39		
PUBLIC STORAGE INC	PSA	366.000	52,854.06 144.41	46,038.86 6,815.20	1,510.40	3.05
PUBLICIS S A SPONSORED ADR NEW	PUBGY	912.000	20,921.28 22.94	23,033.88 2,112.60-	342.00	1.63
QUALCOMM INC	QCOM	1,600 000	89,088.00 55.68	107,967.60 18,879.60-	1,800.00	1.80
QUESTAR CORP	STR	4,541.000	94,725.26 20.86	89,111.22 5,614.04	2,951.65	3.12
RLI CORP	RLI	1,178 000	80,339.60 68.20	80,716.80 377.20-	1,507.84	1.88
RAYONIER INC	RYN	1,178 000	52,892.20 44.90	49,462.10 3,430.10	1,884.80	3.58
RBC BEARINGS INC	ROLL	750.000	35,475.00 47.30	31,587.60 3,887.40		
RECKITT BENCKISER GROUP PLC ADR	RBGPY	2,751.000	28,968.03 10.53	29,058.16 90.13-	965.60	3.33
RED HAT INC	RHT	526 000	29,708.48 56.48	27,554.66 2,153.82		
REGAL BELOIT CORP	RBC	570 000	35,488.20 62.26	32,356.13 3,132.07	433.20 108.30	1.22
REINSURANCE GROUP AMER INC	RGA	747.000	39,747.87 53.21	44,461.67 4,713.80-	537.84	1.35
RIO TINTO PLC SPONSORED ADR	RIO	2,064 000	98,679.84 47.81	129,193.37 30,513.53-	2,994.86	3.03
RITCHIE BROS AUCTIONEERS INC	RBA	550 000	11,687.50 21.25	10,711.59 975.91	247.50	2.12
RIVERBED TECHNOLOGY INC	RVBD	1,209 000	19,525.35 16.15	38,557.61 19,032.26-		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ROCHE HOLDINGS LTD SPONSORED ADR	RHHBY	1,601 000	69,195 22 43 22	57,068.33 12,126.89	2,468 74	3.57
ROCKWELL COLLINS INC	COL	1,764.000	87,053 40 49 35	102,788 10 15,734.70-	2,116 80	2 43
ROFIN SINAR TECHNOLOGIES INC	RSTI	950.000	17,983 50 18 93	20,631 91 2,648 41-		
ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	RYCEY	472 000	31,850 56 67.48	27,083 36 4,767 20		
ROPER INDS INC	ROP	1,054.000	103,903 32 98 58	85,073 73 18,829 59	579.70	0 56
ROSS STORES INC	ROST	1,699 000	106,136 53 62.47	81,103 38 25,033 15	951.44	0 90
ROVI CORP	ROVI	495 000	9,711 90 19 62	15,524.46 5,812 56-		
ROYAL DUTCH SHELL PLC SPONSORED ADR A	RDSA	1,325.000	89,344 75 67.43	79,656 69 9,688 06	3,874.30	4 34
RYLAND GROUP INC	RYL	675 000	17,266 50 25.58	15,887 25 1,379 25	81 00	0 47
SL GREEN REALTY CORP	SLG	528 000	42,366.72 80 24	33,204 75 9,161.97	528 00 132 00	1.25
SVB FINANCIAL GROUP	SIVB	505 000	29,653 60 58 72	23,500 63 6,152 97		
SXC HEALTH SOLUTIONS CORP	SXCI	290 000	28,770 90 99 21	15,712 17 13,058 73		
SALLY BEAUTY HOLDINGS INC	SBH	3,200 000	82,368 00 25 74	39 305 97 43,062 03		
SANDISK CORP	SNDK	730 000	26,630 40 36 48	34,767 85 8,137.45-		
SCHLUMBERGER	SLB	1,830 000	118,785.30 64.91	128,426 31 9,641 01-	2,013 00 503 25	1.69
SCHNITZER STEEL INDUSTRIES	SCHN	1,515 000	42,450 30 28 02	75,106 67 32,656 37-	1,136 25	2 68
SCIQUEST INC NEW	SQI	625.000	11,225.00 17 96	9,047 38 2,177.62		
SCRIPPS NETWORKS INTERACT INC	SNI	420 000	23,881 20 56 86	21,705 56 2,175 64	201 60	0 84
SEMTECH CORP.	SMTC	2,510 000	63,475 20 24 32	52,430 27 11,044 93		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
SEMPRA ENERGY INC	SRE	770.000	53,037.60 68.88	48,077.65 4,959.95	1,848.00 462.00	3.48
SEVEN & I HOLDINGS LTD ADR	SVNDY	342.000	20,540.52 60.06	19,323.00 1,217.52	487.01	2.37
SIEMENS A G SPONSORED ADR	SI	637.000	53,552.58 84.07	64,179.72 10,627.13-	1,812.90	3.39
SIGMA ALDRICH CORP	SIAL	1,506.000	111,338.58 73.93	112,014.32 675.74-	1,204.80	1.08
SIGNATURE BANK NEW YORK	SBNY	775.000	47,251.75 60.97	27,329.95 19,921.80		
SILGAN HOLDINGS INC	SLGN	915.000	39,061.35 42.69	25,472.72 13,588.63	439.20	1.12
SIMON PROPERTY GROUP INC	SPG	926.000	144,141.16 155.66	92,981.13 51,160.03	3,704.00	2.57
SIRONA DENTAL SYSTEMS INC	SIRO	2,808.000	126,388.08 45.01	144,987.52 18,599.44-		
SKYWORK SOLUTIONS INC	SWKS	1,362.000	37,209.84 27.32	33,593.64 3,616.20		
J M SMUCKER CO	SJM	290.000	21,900.80 75.52	23,504.47 1,603.67-	556.80	2.54
SNYDERS-LANCE INC	LNCE	1,280.000	32,294.40 25.23	32,921.99 627.59-	819.20	2.54
SOLERA HOLDINGS INC	SLH	585.000	24,447.15 41.79	21,415.23 3,031.92	234.00	0.96
SOURCEFIRE INC	FIRE	415.000	21,331.00 51.40	7,999.76 13,331.24		
STERICYCLE INC	SRCL	655.000	60,043.85 91.67	55,754.78 4,289.07		
STIFEL FINANCIAL CORP	SF	1,045.000	32,290.50 30.90	33,678.36 1,387.86-		
SUMITOMO MITSUI FINANCIAL GROUP SPONSORED ADR	SMFG	8,348.000	55,430.72 6.64	52,378.06 3,052.66	1,945.08 1,047.69	3.51
SUN HYDRAULICS CORP	SNHY	1,650.000	40,078.50 24.29	31,992.18 8,086.32	594.00 148.50	1.48
SUNCOR ENERGY	SU	3,010.000	87,139.50 28.95	96,751.86 9,612.36-	1,520.05	1.74
SUPERIOR ENERGY SERVICES INC	SPN	1,430.000	28,928.90 20.23	38,103.94 9,175.04-		
SYMRISE AG ADR	SYIEY	930.000	28,151.10 30.27	22,553.24 5,597.86	490.11	1.74

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
SYNAPTICS INC	SYNA	1,930.000	55,255.90 28.63	58,529.96 3,274.06-		
SYNOPSYS INC	SNPS	1,143.000	33,638.49 29.43	33,324.62 313.87		
TJX COS INC NEW	TJX	1,395.000	59,887.35 42.93	54,850.28 5,037.07	641.70	1.07
TTM TECHNOLOGIES INC	TTMI	4,220.000	39,604.70 9.39	47,105.62 7,500.92-		
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	TSM	2,634.000	36,770.64 13.96	27,579.01 9,191.63	1,058.87	2.88
TALISMAN ENERGY INC	TLM	780.000	8,938.80 11.46	12,927.12 3,988.32-	210.60	2.36
TARGET CORP	TGT	770.000	44,806.30 58.19	44,305.72 500.58	1,108.80	2.47
TAUBMAN CENTERS	TCO	274.000	21,141.84 77.16	20,248.38 893.46	506.90	2.40
TECHNIP NEW SPONSORED ADR	TKPPY	616.000	16,046.80 26.05	14,131.92 1,914.88	263.03	1.64
TELECOM ITALIA SPA SPONSORED ADR	TI	805.000	7,929.25 9.85	10,478.66 2,549.41-	347.76	4.39
TENARIS S A SPONSORED ADR	TS	960.000	33,571.20 34.97	40,802.43 7,231.23-	1,132.80	3.37
TESCO PLC SPONSORED ADR	TSCDY	1,487.000	21,710.20 14.60	29,416.15 7,705.95-	990.34	4.56
TESCO CORP	TESO	1,450.000	17,400.00 12.00	19,646.82 2,246.82-		
TEXAS ROADHOUSE INC	TXRH	1,850.000	34,030.75 18.40	26,515.01 7,515.74	666.00	1.96
THERMO FISHER SCIENTIFIC INC	TMO	800.000	41,528.00 51.91	43,599.92 2,071.92-	416.00 104.00	1.00
THORATEC CORP	THOR	2,379.000	79,886.82 33.58	68,633.28 11,253.54		
TIM PARTICIPACOES SA SPONSORED ADR ORD SHS	TSU	574.000	15,762.04 27.46	14,137.62 1,624.42	164.74	1.05
TOKIO MARINE HOLDINGS INC ADR	TKOMY	650.000	16,282.50 25.05	18,995.36 2,712.86-	353.60 204.48	2.17
TORCHMARK CORP	TMK	1,004.000	50,752.20 50.55	37,715.60 13,036.60	602.40	1.19
TORO CO	TTC	1,520.000	111,400.80 73.29	81,425.31 29,975.49	1,337.60	1.20

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
TORTOISE ENERGY INFRASTRUCTURE CORP	TYG	467.000	18,633.30 39.90	14,128.28 4,505.02	1,046.08	5.61
TOWERS WATSON & CO	TW	541.000	32,405.90 59.90	33,335.86 929.96-	216.40 54.10	0.67
TRAVELERS COMPANIES INC	TRV	760.000	48,518.40 63.84	44,239.45 4,278.95	1,398.40	2.88
TREEHOUSE FOODS INC	THS	985.000	61,355.65 62.29	58,784.51 2,571.14		
TUPPERWARE CORP	TUP	470.000	25,737.20 54.76	21,345.73 4,391.47	676.80 207.00	2.63
II VI INC	IIVI	1,150.000	19,170.50 16.67	16,136.10 3,034.40		
TYLER TECHNOLOGIES INC	TYL	650.000	26,227.50 40.35	25,659.47 568.03		
URS CORP	URS	984.000	34,321.92 34.88	36,448.42 2,126.50-	787.20 196.80	2.29
UMPQUA HOLDINGS CORP	UMPQ	3,635.000	47,836.60 13.16	47,708.51 128.09	1,308.60 327.15	2.74
UNILEVER NV ADR NEW	UN	820.000	27,347.00 33.35	24,483.81 2,863.19	865.10	3.15
UNITED NATURAL FOODS INC	UNFI	1,480.000	81,192.80 54.86	49,328.74 31,864.06		
UNITED TECHNOLOGIES CORP	UTX	820.000	61,934.60 75.53	65,870.52 3,935.92-	1,754.80	2.83
UNITED THERAPEUTICS CORP	UTHR	1,298.000	84,095.24 64.79	81,870.29 2,224.95		
UNIVERSAL FOREST PRODUCTS INC	UFPI	575.000	22,413.50 38.98	20,273.44 2,140.06	230.00	1.03
US ECOLOGY INC	ECOL	750.000	13,305.00 17.74	11,191.52 2,113.48	540.00	4.06
VF CORP	VFC	520.000	69,394.00 133.45	74,589.13 5,195.13-	1,497.60	2.16
VALE SA ADR	VALE	1,700.000	33,745.00 19.85	50,572.92 16,827.92-	975.80	2.89
VARIAN MEDICAL SYSTEMS INC	VAR	561.000	34,091.97 60.77	33,856.02 235.95		
VENTAS INC.	VTR	1,477.000	93,228.24 63.12	72,345.02 20,883.22	3,662.96	3.93
VERIFONE SYSTEM INC	PAY	968.000	32,031.12 33.09	47,229.74 15,198.62-		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
VERTEX PHARMACEUTICALS INC	VRTX	312.000	17,447 04 55.92	19,561.93 2,114.89-		
VIACOM INC NEW CL B	VIAB	530.000	24,920 60 47 02	25,318 05 397.45-	583 00 145 75	2 34
VISA INC CL A	V	620 000	76,650.60 123 63	74,292 12 2,358 48	545 60	0 71
VODAFONE GROUP PLC SPONSORED ADR NEW	VOD	1,747.000	49,230 46 28.18	40,883 21 8,347.25	2,547 13	5 17
WD-40 CO	WDFC	455 000	22,663 55 49 81	14,820 23 7,843.32	527 80	2 33
WMS INDUSTRIES INC	WMS	1,230.000	24,538 50 19 95	55,972 94 31,434 44-		
WADDELL & REED FINANCIAL INC CL A	WDR	1,131 000	34,246 68 30 28	33,821 10 425 58	1,131 00	3 30
WALGREEN CO	WAG	1,360 000	40,228 80 29 58	44,410 53 4,181 73-	1,496 00	3 72
WATERS CORP	WAT	1,248 000	99,178 56 79.47	117,399.24 18,220.68-		
WESCO INTERNATIONAL INC	WCC	418 000	24,055 90 57 55	27,282 68 3,226 78-		
WEST PHARMACEUTICAL SERVICES INC	WST	675 000	34,080 75 50 49	25,857 85 8,222 90	486 00	1 43
WESTPAC BANKING CORP SPONSORED ADR	WBK	338.000	36,777 78 108 81	37,268 19 490 41-	2,763 15 1,417.95	7 51
WEYERHAEUSER COMPANY	WY	2,482.000	55 497.52 22 36	49,323 10 6,174.42	1,489 20	2 68
WHITING PETE CORP NEW	WLL	1,120 000	46,054 40 41.12	62,338 91 16,284.51-		
JOHN WILEY & SONS INC CL A	JW-A	2,964.000	145,206 36 48 99	140,911 23 4,295 13	2,845.44	1.96
WILLIAMS COS INC	WMB	1,450.000	41,789 00 28 82	42,702.36 913 36-	1,740.00	4 16
WISCONSIN ENERGY CORP	WEC	1,280 000	50,649 60 39 57	44,876 80 5 772 80	1,536 00	3 03
WYNDHAM WORLDWIDE CORP	WYN	652 000	34,386 48 52 74	28,505 37 5,881 11	599 84	1 74
XCEL ENERGY INC	XEL	1,690 000	48,012 90 28 41	44,514 60 3,498 30	1,825 20 456 30	3 80

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
XILINX INC	XLNX	2,475.000	83,085.75 33 57	90,231 32 7,145 57-	2,178.00	2 62
YARA INTERNATIONAL ASA SPONSORED ADR	YARIY	55 000	2,393 05 43 51	2,533.55 140 50-	53.13	2.22
YUM BRANDS INC	YUM	630 000	40,584 60 64 42	44,156 70 3,572 10-	718 20	1 77
FIRST HORIZON NATIONAL BANCORP 1/100,000		146,800.000	12 70 0 00	3 00 9 70	0.01	
ENERGY XXI LTD USD UNRS SHS	EXXI	909 000	28,442.61 31 29	27,684 77 757.84	254 52	0 89
ACCENTURE PLC	ACN	690 000	41,462 10 60 09	44,062 37 2,600.27-	931 50	2 25
COOPER INDUSTRIES PLC	CBE	575.000	39,203 50 68.18	30,703 79 8,499 71	713 00 178.25	1 82
COVIDIEN PLC (NEW)	COV	1,240.000	66,340.00 53 50	65,781 54 578 46	1,116.00	1 68
ENDURANCE SPECIALTY HOLDINGS LTD SHS	ENH	950.000	36,404.00 38.32	36,985 40 581 40-	1,178 00	3 24
INGERSOLL RAND PLC	IR	730.000	30,791 40 42 18	28,473.63 2,317 77	467.20	1 52
NABORS INDUSTRIES	NBR	5,184 000	74,649 60 14 40	99,405 51 24,755 91-		
PARTNERRE LTD	PRE	140.000	10,593 80 75 67	11,180 80 587 00-	347 20	3 28
SIGNET JEWELERS LIMITED	SIG	576 000	25,349 76 44 01	27,521 97 2,172.21-	276.48	1 09
WEATHERFORD INTERNATIONAL LTD.	WFT	2,660.000	33,595.80 12.63	48,875 46 15,279 66-		
NOBLE CORPORATION SWITZERLAND	NE	1,615 000	52,535 95 32 53	58,350.63 5,814 68-	952.85	1 81
TRANSOCEAN LTD	RIG	1,120.000	50,097.60 44.73	68,879 88 18,782 28-	3,539.20	7 06
UBS AG SHS	UBS	1,565.000	18,326.15 11 71	23,652 03 5,325.88-	169.02	0 92
ASML HOLDING N V NY REG SHS	ASML	390.000	20,053 80 51.42	16,317.60 3,736 20	202 02	1 01
CORE LABORATORIES	CLB	130 000	15,067 00 115 90	10,369 20 4,697 80	145 60	0 97
STEINER LEISURE LTD ORD	STNR	435 000	20,188.35 46.41	20,598 14 409 79-		

Total = 16,523,554

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ALEXANDRIA REAL EST EQUITY INC EQUITY	ARE	1,620,000	117,806.40 72.72	105,325.94 12,480.46	3,304.80 826.20	2.81
AMERICAN TOWER CORP REIT	AMT	666,000	46,560.06 69.91	41,932.32 4,627.74	586.08 146.52	1.26
BIOMED REALTY TRUST INC	BMR	2,510,000	46,886.80 18.68	45,725.16 1,161.64	2,158.60 539.65	4.60
BRANDYWINE REALTY TRUST	BDN	4,325,000	53,370.50 12.34	47,256.86 6,113.64	2,595.00	4.86
CBL & ASSOCIATES PROPERTIES INC	CBL	1,410,000	27,551.40 19.54	20,980.24 6,571.16	1,240.80 310.20	4.50
CORESITE REALTY CORP	COR	2,775,000	71,650.50 25.82	38,083.12 33,567.38	1,998.00 499.50	2.79
CORPORATE OFFICE PPTYS REIT TR	OFC	1,159,000	27,248.09 23.51	44,535.73 17,287.64	1,274.90 318.73	4.68
EASTGROUP PROPERTY INC	EGP	1,279,000	68,170.70 53.30	50,844.26 17,326.44	2,660.32	3.90
EDUCATION REALTY TRUST INC	EDR	3,126,000	34,636.08 11.08	28,961.81 5,674.27	875.28	2.53
ENTERTAINMENT PPTYS TRUST	EPR	589,000	24,213.79 41.11	26,352.68 2,138.89	1,767.00 441.75	7.30
ESSEX PROPERTY REIT	ESS	319,000	49,100.48 153.92	29,174.73 19,925.75	1,403.60 350.90	2.86
DCT INDUSTRIAL TRUST	DCT	8,035,000	50,620.50 6.30	39,510.92 11,109.58	2,249.80	4.44
VORNADO REALTY TRUST	VNO	795,000	66,764.10 83.98	50,231.09 16,533.01	2,194.20	3.29
DDR CORP		5,242,000	76,742.88 14.64	69,639.32 7,103.56	2,516.16 629.04	3.28

Total 761,321

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 11A	525,709.	525,709.
SEE ATTACHMENT 11B	3,243,513.	3,243,513.
TOTALS	<u>3,769,222.</u>	<u>3,769,222.</u>

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
PRINCIPAL LIFE INC FDG	103.73	10,000.00	10,373.40	10,825.10	(452.70)	530.00	0.69%
MEDIUM TERM NOTE 5.3% APR 24 2013						98.63	
DTD 04/24/2008							
74254P-YE-6 A+ /AA3							

	Price	Quantity	Value	Adjusted Tax Cost		Unrealized Gain/Loss	Est. Annual Income		Yield
				Original Cost			Accrued Interest		
JPM TR I MLT SC INC - SEL 48121A-29-0	9.99	168,483.65	1,683,151.63	1,700,000.00		(16,848.37)	68,235.87		4.05%
HARBOR HIGH YIELD BOND FUND - INS 411511-55-3	10.88	166,616.81	1,812,790.87	1,827,798.34		(15,007.47)	110,966.79 24,794.25		6.12%
JPM SHORT DURATION BOND FD - SEL 4812C1-33-0	10.98	92,581.90	1,016,549.27	1,017,475.09		(925.82)	15,461.17 1,018.40		1.52%
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10.67	112,151.51	1,196,656.58	1,200,000.00		(3,343.42)	27,477.11 2,243.03		2.30%
JPMORGAN TR I FLOAT RATE INC 4.24% 48121L-51-0	9.78	266,840.78	2,609,702.81	2,625,000.00		(15,297.19)	101,399.49 10,940.47		3.89%
JPM MANAGED INCOME - SEL 48121A-39-9	10.01	97,502.47	975,999.70	974,723.68		1,276.02	3,315.08 300.38		0.34%
RIDGEWORTH INTERMEDIATE BOND FUND - I 76628T-70-2	10.56	38,279.77	404,234.40	405,000.00		(765.60)	7,809.07 619.23		1.93%
US TREAS 0.75% 09/15/13 912828-NY-2 NA /AAA	100.57	70,000.00	70,396.20	69,953.51		442.69	525.00 154.07		0.28%
CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009 12572Q-AD-7 AA- /AA3	107.81	5,000.00	5,390.65 C	5,503.15		(112.50)	287.50 108.61		0.89%
SOUTHERN CALIF GAS CO 5 1/2% MAR 15 2014 DTD 11/21/2008 842434-CH-3 A+ /AA3	107.95	10,000.00	10,795.30 C	11,037.50		(242.20)	550.00 161.94		0.80%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
EATON CORP 5.95% MAR 20 2014 DTD 3/16/2009 278058-DG-4 A- /A3	108.16	10,000.00	10,815.50 C	11,087.10	(271.60)	595.00 166.93	1.15%
US TREAS 1.75% 03/31/14 912828-KJ-8 NA /AAA	102.47	130,000.00	133,209.70	128,760.94	4,448.76	2,275.00 571.74	0.33%
PRAXAIR INC NOTES 4 3/8% MAR 31 2014 DTD 03/28/2009 74006P-AS-3 A /A2	106.30	10,000.00	10,630.10 C	10,577.20	52.90	437.50 110.59	0.74%
RIO TINTO FINANCE PLC 8.95% MAY 01 2014 DTD 04/17/2009 US767201AF38 767201-AF-3 A- /A3	114.10	5,000.00	5,709.40 C	6,030.20	(320.80)	447.50 74.58	1.12%
US TREAS 1% 05/15/14 912828-QM-5 NA /AAA	101.23	40,000.00	40,493.80	40,062.50	431.10	400.00 51.08	0.34%
US BANCORP SR NOTES 4.2% MAY 15 2014 DTD 05/14/2009 91159H-GR-5 A /AA3	106.43	15,000.00	15,964.35 C	15,727.65	236.70	630.00 80.49	0.74%
ACE INA HOLDINGS INC NOTES 5 7/8% JUN 15 2014 DTD 6/9/2004 00440E-AG-2 A /A3	109.01	10,000.00	10,900.60 C	11,029.50	(128.90)	587.50 26.11	1.20%
FREDDIE MAC NOTES 5% JUL 15 2014 DTD 7/16/2004 3134A4-UU-6 AA+ /AAA	109.33	30,000.00	32,797.50	33,222.39	(424.89)	1,500.00 691.65	0.40%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
MORGAN STANLEY 2 7/8% JUL 28 2014 DTD 07/28/2011 61747W-AK-5 A- /BAA	99.05	15,000.00	14,857.05 C	14,294.10	562.95	431.25 183.27	3.35%
WACHOVIA CORPORATION SUB NOTES 6 1/4% AUG 1 2014 DTD 7/22/2004 92903-AJ-1 A /A3	106.68	5,000.00	5,333.85 C	5,270.60	63.25	262.50 109.37	1.96%
HONDA AUTO RECEIVABLES OWNER TRUST SER 2012-1 CL A2 0.57% SEP 15 2013 DTD 02/23/2012 43813U-AB-6 AAA /AAA	100.04	30,000.00	30,012.97 C	30,016.41	(3.44)	171.00 7.59	0.51%
CITIGROUP INC 6.01% JAN 15 2015 DTD 12/15/2009 172967-FA-4 A- /BAA	107.44	15,000.00	16,116.30 C	15,632.40	483.90	901.50 40.06	2.95%
CREDIT SUISSE FB USA INC NOTES 4 7/8% JAN 15 2015 DTD 12/15/2004 22541L-AR-4 A+ /A1	107.30	15,000.00	16,094.70 C	16,108.20	(13.50)	731.25 337.18	1.92%
NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2006 635405-AQ-6 A- /A3	108.76	15,000.00	16,313.40 C	15,785.86	527.55	735.00 338.91	1.38%
US TREAS 11.25% 02/15/15 912810-OP-0 NA /AAA	128.19	100,000.00	128,188.00	142,195.31	(14,007.31)	11,250.00 4,234.20	0.43%
TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES 3.2% JUN 17 2015 DTD 08/17/2010 89233P-4B-9 AA- /AA3	106.22	10,000.00	10,621.70 C	10,018.30	603.40	320.00 12.44	1.06%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
SHELL INTERNATIONAL FIN 3.1% JUN 28 2015 DTD 06/28/2010 822582-AQ-5 AA /AA1	106.69	9,000.00	9,601.83 C	8,993.79	608.04	279.00 2.32	0.83%
HSBC FINANCE CORP 5% JUN 30 2015 DTD 6/27/2005 40429C-CS-9 A /BAA	106.51	15,000.00	15,977.10 C	16,216.20	(239.10)	750.00	2.72%
RABOBANK NEDERLAND 2 1/8% OCT 13 2015 DTD 10/13/2010 21685W-BL-0 AA /AA2	100.38	15,000.00	15,057.00 C	14,652.90	404.10	318.75 69.06	2.00%
FNMA 4.375% 10/15/15 31359M-ZC-0 AA+ /AAA	112.24	65,000.00	72,957.30	71,569.03	1,388.27	2,843.75 600.34	0.61%
DIAGO FINANCE BV 5.3% OCT 28 2015 DTD 10/28/2005 25244S-AC-5 A- /A3	112.74	10,000.00	11,274.30 C	11,339.30	(65.00)	530.00 92.75	1.37%
AMERIPRISE FINANCIAL INC 5.65% NOV 15 2015 DTD 11/23/2005 03076C-AB-2 A /A3	113.22	10,000.00	11,322.00 C	11,466.10	(144.10)	565.00 72.19	1.61%
ST PAUL TRAVELERS 5 1/2% DEC 1 2015 DTD 11/28/2005 792860-AH-1 A /A2	112.86	15,000.00	16,929.00 C	17,073.00	(144.00)	825.00 68.74	1.82%
SIMON PROPERTY GROUP LP 5 3/4% DEC 01 2015 DTD 11/15/2005 829807-BP-1 A- /A3	111.73	10,000.00	11,173.00 C	11,302.60	(129.60)	575.00 47.91	2.17%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
BERKSHIRE HATAWAY FIN 2.45% DEC 15 2015 DTD 12/15/2010 084664-BN-0 AA+ /AA2	104.36	7,000.00	7,305.48 C	6,984.60	320.88	171.50 7.61	1.16%
GOLDMAN SACHS GROUP INC SR NOTES 5.35% JAN 15 2016 DTD 1/17/2008 38141G-EE-0 A- /A3	105.00	15,000.00	15,750.00 C	16,548.50	(796.50)	802.50 370.03	3.83%
VERIZON COMMUNICATIONS 5.55% FEB 15 2016 DTD 2/15/2006 92343V-AC-8 A- /A3	114.79	10,000.00	11,478.70 C	11,207.80	270.90	555.00 209.66	1.35%
BP CAPITAL MARKETS PLC 3.2% MAR 11 2016 DTD 03/11/2011 05655Q-BQ-0 A /A2	106.36	10,000.00	10,636.10 C	9,990.80	645.30	320.00 97.77	1.43%
BB&T CORPORATION MTN 3 2% MAR 15 2016 DTD 03/07/2011 05531F-AG-8 A- /A2	105.85	15,000.00	15,876.75 C	14,984.70	892.05	480.00 141.33	1.57%
US TREAS 5.125% 05/15/16 912828-FF-2 NA /AAA	117.38	100,000.00	117,383.00	119,332.03	(1,949.03)	5,125.00 654.50	0.58%
AMGEN INC 2 3% JUN 15 2016 DTD 06/30/2011 031162-BF-6 A+ /BAA	102.78	3,000.00	3,083.31 C	2,993.04	90.27	69.00 3.06	1.57%
BANK OF AMERICA CORP SR NOTES 6 1/2% AUG 01 2016 DTD 07/28/2009 06051G-EA-3 A- /BAA	109.81	15,000.00	16,471.95 C	16,957.35	(485.40)	975.00 406.24	3.88%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
HEWLETT PACKARD CO SR NOTES 3% SEP 15 2016 DTD 09/19/2011 428236-BP-7 BBB/A3	102.86	10,000.00	10,285.90 C	9,978.40	307.50	300.00 88.33	2.28%
FNMA 1 1/4% SEP 28 2016 DTD 08/19/2011 3135G0-CM-3 AA+/AAA	101.75	30,000.00	30,523.80	30,119.52	404.28	375.00 96.87	0.83%
GENERAL ELEC CAP CORP SR NOTES 5 3/8% OCT 20 2016 DTD 10/20/2006 36962G-Y4-0 AA+/A1	113.10	20,000.00	22,620.40 C	21,999.20	621.20	1,075.00 212.00	2.17%
US TREAS 3.125% 10/31/16 912828-LU-2 NA/AAA	110.56	125,000.00	138,193.75	136,899.41	1,294.34	3,906.25 661.62	0.65%
TEVA PHARMACEUT FIN BV 2.4% NOV 10 2016 DTD 11/10/2011 88165F-AC-6 A-/A3	103.32	5,000.00	5,166.05 C	5,006.30	159.75	120.00 17.00	1.61%
WYETH 5.45% APR 01 2017 DTD 03/27/2007 983024-AM-2 AA/A1	118.00	14,000.00	16,519.44 C	15,304.52	1,214.92	763.00 190.75	1.51%
HONDA AUTO RECEIVABLES OWNER TRUST SER 2011-1 CL A4 1.8% APR 17 2017 DTD 02/24/2011 43813T-AD-5 NA/AAA	101.82	40,000.00	40,727.60 C	40,656.25	71.35	720.00 32.00	0.70%
FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2002-24 CL AJ 6.00% DUE 04/25/2017 313928-7E-0	108.18	39,087.10	42,285.52	42,409.50	(123.98)	2,345.22 195.43	0.94%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income		Yield
						Accrued	Interest	
US TREAS 4.5% 05/15/17 912828-GS-3 NA /AAA	117.97	125,000.00	147,461.25	147,998.05	(536.80)	5,625.00	718.37	0.74%
FNMA Pool 6.5% 07/01/17 31402D-FV-7	107.81	34,246.22	36,920.17	36,985.93	(65.76)	2,226.00	37.08	2.28%
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFs GTD SER 2782 CL HE 4.00% DUE 09/15/2017 31394W-6X-1	100.86	22,802.85	22,999.81	23,201.89	(202.08)	912.11	76.00	1.02%
FNMA Pool 5.5% 09/25/17 31392E-FL-9	107.11	20,065.95	21,491.91	21,539.55	(47.64)	1,103.62	91.96	1.72%
FNMA REMIC TRUST 5% SER 2002-73 CL OE NOV 25 2017 DTD 10/01/2002 31392F-JG-3	108.78	55,774.20	60,671.87	58,981.21	1,690.66	2,788.71	232.35	0.09%
WELLS FARGO COMPANY 5 5/8% DEC 11 2017 DTD 12/10/2007 949746-NX-5 A+ /A2	116.77	10,000.00	11,677.30	11,475.70	201.60	562.50	31.25	2.33%
GNMA 8.5% 12/15/17 36235A-TD-2	107.93	36,677.08	39,585.57	41,032.46	(1,446.89)	3,117.55	138.52	4.31%
FHLMC GOLD 6.5% 01/01/18 31283K-SX-7	107.31	24,509.21	26,301.08	26,469.95	(168.87)	1,593.09	70.78	1.70%
AT&T INC 5 6% MAY 15 2018 DTD 05/13/2008 00206R-AM-4 A- /A2	119.69	10,000.00	11,968.60	11,988.20	(19.60)	560.00	71.55	2.03%

	Price	Quantity	Value	Adjusted Tax Cost		Unrealized Gain/Loss	Est. Annual Income		Yield
				Original Cost			Accrued Interest		
FNMA SER 2003-35 CL ME 5% MAY 25 2018 DTD 04/01/2003 31393B-R5-6	107.44	72,042.34	77,404.58	77,445.51		(40.93)	3,602.11 300.12		0.94%
FHLMC 5% 11/01/18 31294K-UP-8	106.91	43,797.15	46,825.28	46,780.83		44.45	2,189.85 182.45		1.11%
DUKE ENERGY CAROLINAS 7% NOV 15 2018 DTD 11/17/2008 26442C-AG-9 A /A1	129.58	5,000.00	6,478.85	6,487.43		(8.58)	350.00 44.72		2.03%
FNMA Pool 6% 12/01/18 31371H-CE-6	109.95	29,894.99	32,869.54	32,305.27		564.27	1,793.69 149.47		1.42%
FNMA Pool 4% 12/01/18 31402R-D3-0	107.13	40,567.03	43,460.27	42,443.25		1,017.02	1,622.68 135.20		0.90%
CATERPILLAR INC NOTES 7.9% DEC 15 2018 DTD 12/05/2008 149123-BQ-3 A /A2	134.85	10,000.00	13,485.10	13,530.30		(45.20)	790.00 35.11		2.10%
ANHEUSER BUSCH INBEV WOR 7 3/4% JAN 15 2019 DTD 01/15/2011 03523T-BE-7 A /A3	132.08	10,000.00	13,207.50	13,242.60		(35.10)	775.00 357.36		2.42%
FREDDIE MAC SER 2863 CL JA 4.5% SEP 15 2019 DTD 09/01/2004 31395G-5R-9	101.84	12,447.29	12,676.29	12,649.55		26.74	560.12 46.67		0.59%
FNMA Pool 6.5% 12/01/19 31402Q-ZB-0	108.44	30,363.87	32,925.66	32,793.00		132.66	1,973.65 32.88		3.14%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
FHLMC 5% 12/01/20 31336W-CQ-0	107.50	43,362.75	46,613.22	46,736.92	(123.70)	2,188.13 180.84	1.27%
AMERICA MOVIL SAB DE CV 5 5/8% NOV 15 2017	117.07	10,000.00	11,706.80 C	11,624.00	82.80	562.50 71.87	2.24%

Sum of C = 525,709

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
BANK OF AMERICA CORP NOTE 4.75% 08/01/2015	A-	200,000.000	207,786.00 C 103.89	203,034.74 4,751.26	9,500.00 3,958.33	4.57
BROOKHAVEN NY 1.25% 12/15/2012	AA+	200,000.000	200,442.00 100.22	200,322.73 119.27	2,500.00 111.11	1.25
BROOKHAVEN NY 2% 12/15/2013	AA+	300,000.000	304,509.00 101.50	301,306.80 3,202.20	6,000.00 266.67	1.97
CATERPILLAR INC SENIOR NOTE 1.375% 05/27/2014	A	200,000.000	202,550.00 C 101.28	201,652.00 898.00	2,750.00 259.72	1.36
CISCO SYSTEMS INC SENIOR NOTE 3.15% 03/14/2017	A+	250,000.000	271,922.50 C 108.77	269,942.50 1,980.00	7,875.00 2,340.63	2.90
COLGATE PALMOLIVE CO MEDIUM TERM NOTES 1.3% 01/15/2017	AA-	250,000.000	253,190.00 C 101.28	249,740.00 3,450.00	3,250.00 1,498.61	1.28
DELL INC 4.7% 04/15/2013	A-	250,000.000	257,670.00 C 103.07	263,902.50 6,232.50	11,750.00 2,480.56	4.56
DU PONT E I DE NEMOURS & CO NOTE 1.95% 01/15/2016	A	250,000.000	258,645.00 C 103.46	257,660.00 885.00	4,875.00 2,247.92	1.88
FFCB 3.17% 05/23/2014	AA+	400,000.000	422,032.00 105.51	400,000.00 22,032.00	12,680.00 281.78	3.00
FFCB 3.15% 01/12/2018	AA+	250,000.000	276,117.50 110.45	250,661.52 25,455.98	7,875.00 3,696.88	2.85
FHLB 2.4% 05/10/2016	AA+	100,000.000	106,366.00 106.37	102,024.73 4,341.27	2,400.00 340.00	2.26
FHLB 5% 12/21/2015	AA+	300,000.000	344,748.00 114.92	303,894.14 40,853.86	15,000.00 416.67	4.35

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
GENERAL ELECTRIC CAPITAL CORP ELEC CAP CORP PFD DUE 04/24/47		10,000.000	257,700.00 25.77	250,000.00 7,700.00	15,000.00	5.82
HEWLETT PACKARD CO GLOBAL NOTE 2.65% 06/01/2016	BBB+	250,000.000	255,590.00 C 102.24	256,735.00 1,145.00-	6,625.00 552.08	2.59
INTERNATIONAL BUSINESS MACHINES 2% 01/05/2016	AA-	250,000.000	258,132.50 C 103.25	258,312.50 180.00-	5,000.00 2,444.44	1.94
ISHARES BARCLAYS AGENCY FUND		15,200.000	1,724,742.48 113.47	1,690,618.57 34,123.91	25,551.20	1.48
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND FUND		19,000.000	1,989,490.00 104.71	1,990,507.00 1,017.00-	34,162.00	1.72
MELLON FUNDING CORP SENIOR NOTE 5.2% 05/15/2014	A+	250,000.000	269,820.00 C 107.85	277,210.00 7,590.00-	13,000.00 1,681.11	4.82
MERCK & CO INC NEW NOTE 2.25% 01/15/2016	AA	250,000.000	261,062.50 C 104.43	262,072.50 1,010.00-	5,625.00 2,593.75	2.15
PRINCIPAL LIFE INCOME FUND 5.3% 12/14/2012	A+	500,000.000	510,120.00 C 102.02	531,171.28 21,051.28-	26,500.00 1,177.78	5.19
PROCTER & GAMBLE CO SENIOR NOTE 4.7% 02/15/2019	AA-	200,000.000	237,228.00 C 118.61	199,351.27 37,876.73	9,400.00 3,551.11	3.96
WILMINGTON DE 1.661% 11/01/2015	AA-	250,000.000	256,460.00 102.58	256,257.50 202.50	4,152.50 692.08	1.62

Sum of C = 3,243,513

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JPMORGAN GLOBAL ACCESS	236,454.	236,454.
PORTFOLIOS LLC - GROWTH		
STRATEGIES TE PORTFOLIO	494,894.	494,894.
ATLAS GLOBAL INVESTMENTS LTD		
CL D		
BRIDGEWATER PRIVATE INVESTORS	502,353.	502,353.
OFFSHORE LTD CL A 03-12		
BRIDGEWATER PRIVATE INVESTORS	200,000.	200,000.
OFFSHORE LTD CL A 06-12		
JPM ACCESS MULTI-STRAT FUND II	4,630,999.	4,630,999.
RIC ENDOWMENTS & FOUNDATIONS		
SOUTHPAW CREDIT OPPORTUNITY	398,612.	398,612.
FUND LTD CL C		
STANDARD PACIFIC CAPITAL	600,000.	600,000.
OFFSHORE FUND LTD CL A SR D		
THIRD POINT OFFSHORE FUND LTD	582,525.	582,525.
CL F		
YORK CREDIT OPPORTUNITIES	600,000.	600,000.
UNIT TRUST CL B		
HIGHBRIDGE QUANTITATIVE	500,000.	500,000.
COMMODITIES FUND LTD CL B		
TOTALS	<u>8,745,837.</u>	<u>8,745,837.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 13

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST RECEIVABLE	151,874.	151,874.
TOTALS	<u>151,874.</u>	<u>151,874.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED LOSS DUE TO CHANGE IN
FAIR VALUE OF INVESTMENTS

6,737,663.

TOTAL

6,737,663.

THE STATEN ISLAND FOUNDATION

13-3993115

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELIZABETH A. DUBOVSKY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	EXECUTIVE DIRECTOR 40 HRS/WK	151,971.	15,712.	0
ALLAN WEISSGLASS 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	CHAIRMAN 1-3 HRS/WK	0	0	0
KATHRYN KRAUSE ROONEY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	VICE CHAIR 1-3 HRS/WK	0	0	0
LENORE PULEO 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	TREASURER 1-3 HRS/WK	0	0	0
TOMAS MORALES 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	SECRETARY 1-3 HRS/WK	0	0	0
ALICE DIAMOND 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0	0

THE STATEN ISLAND FOUNDATION

13-3993115

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 15 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DENIS P. KELLEHER 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0	0
DANIEL MASTER 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0	0
DOLORES MORRIS 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0	0
JILL O'DONNELL TORMEY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0	0
GRAND TOTALS		<u>151,971.</u>	<u>15,712.</u>	<u>0</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
MARIE PAYNE 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	GRANTS MANAGER 40 HRS/WK	57,881.	0
LAURA JEAN WALTERS 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	PROGRAM OFFICER 40 HRS/WK	78,851.	7,146.
	TOTAL COMPENSATION	136,732.	7,146.
			0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
IDB BANK OF NEW YORK 201 EDWARD CURRY AVENUE, SUITE 204 STATEN ISLAND, NY 10314	INVEST MGMT	249,464.
JPMORGAN CHASE BANK 270 PARK AVENUE NEW YORK, NY 10017	CUST & INVEST MGMT	34,367.
JPMORGAN GLOBAL ACCESS PORTFOLIOS LLC 270 PARK AVENUE, 5TH FLOOR NEW YORK, NY 10017	DEDUCTIONS-PORTFOLIO	175,669.
	TOTAL COMPENSATION	<u>459,500.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

Applications are only accepted electronically (submitted via the Foundation's website: www.thestatenislandfoundation.org).

Elizabeth A. Dubovsky, Executive Director
260 Christopher Lane, Suite 3B
Staten Island, NY 10314
718-697-2832

[Welcome](#) [About Us](#) [Our Focus](#) [Special Reports](#) [To Apply](#) [Reporting](#) [Initiatives](#) [Your Existing Account](#) [News](#)

Foundation Grant Process



Step One: Look at Our Guidelines

The Staten Island Foundation focuses its funding in a number of key areas to make a positive impact on the lives of Staten Island residents. The Grant Investment Guidelines can be found [here](#). It will also be helpful to review the [Outcomes-Based Approach](#) and [Defining Project Results](#).

If you are not sure if you meet the criteria, the eligibility questions that are part of the on-line application will help you assess your proposal against the criteria. Please call us if you are uncertain that your application will meet our requirements.

Step Two: Call and Speak to a Staff Member

The Staten Island Foundation's grantmaking is a process that includes a dialogue. That dialogue begins with a phone conversation that allows us to discuss current Foundation funding priorities, the appropriateness of the proposed request in relation to the current priorities, a timeline for making a request, and any outstanding reports required before another request can be considered.

Please contact us at 718-697-2831. A phone call will help potential applicants prepare strong proposals or know when requests do not meet Foundation requirements.

Step Three: Applications and Deadlines

If your proposal aligns with Foundation guidelines and you are encouraged to submit an application, you will be given the link to the appropriate online application to complete. Email a draft of the application for review and feedback.

Application Assistance

For assistance with your application, we recommend that you make use of the following worksheets and workbooks in order to develop a strong application:

To help you Define Strong Results for a Direct Service Application, click [here](#).

To help you Define Strong Results for a Capacity Building Application, click [here](#).

To help you Define Strong Results for a Capital Improvement Application, click [here](#).

You can fill in your answers and then copy and paste into the appropriate section of the IGAM application.

Within the application, you will be asked to define milestones that you will use to track progress, the critical steps you will take to accomplish each milestone, and a timeline of when those milestones will be achieved. We recommend that you make use of the following workbooks for this section:

To help you identify milestones and critical steps for a Direct Service Application, click [here](#).

To help you identify milestones and critical steps for a Capacity Building Application, click [here](#).

To help you identify milestones and critical steps for a Capital Improvement Application, click [here](#).

You can fill in your answers and then copy and paste into the appropriate section of the IGAM application.

It is strongly recommend that you email a draft of your application before final submission. The application will be reviewed and feedback will be provided. Changes to the application cannot be made once it has been submitted. Please note that failure to send a draft for review could delay the application process.

Required Attachments

You will need to attach a budget form for the funding request as well as the supplemental financial form* and a cover letter signed by the chief executive. Additional required attachments are: the current organizational budget, the Board of Directors List, the Audited Financial Statement, and, the IRS Determination Letter.

* Arts and Cultural organizations please attach your Cultural Data Project Funder Report in lieu of the supplemental financial form.

Step Four: Notification of Receipt

Applicants will receive an email notification within approximately 1-2 weeks of receipt of the application. If you have not received notification of receipt please contact the Foundation. Those organizations or proposals that do not qualify will receive a declination email.

Step Five: Review Process

As stated previously, The Foundation's review process is a dialogue that does not end with the submission of the application. The process may include a site visit or requests for additional information. Only complete applications are eligible for final review.

The Foundation Board makes grant decisions at quarterly Board meetings (usually held in January, April, June, And October). Grant decisions are shared promptly.

Step Six: Grant Agreements

Organizations that are approved for a Foundation grant receive a grant agreement letter. This agreement, which outlines the requirements, must be signed by the chief executive and returned to the Foundation before a check can be forwarded. In cases where the amount of the grant differs from the request made, a revised grant expense budget must be submitted.

Step Seven: Declined Proposals

Organizations receiving declinations can call the Foundation to discuss the reasons as well as proposal or project areas that may need to be strengthened. This can assist the applicant in developing stronger applications to other funding sources as well as to The Staten Island Foundation.

Step Eight: Administration and Reports

Should your organization be unable to proceed with the activities outlined in the grant agreement, please inform The Foundation as soon as possible.

The Staten Island Foundation requires grant recipients to submit an online six month progress report as well as an online report upon completion of the grant period.

Final reports will demonstrate outcomes anticipated in the original proposal that have been achieved and what has been learned. The evidence that has been used to verify the actual outcomes should be available upon request. An accounting of the expenditure of funds is required. In cases where the anticipated outcomes have not been achieved or unexpected circumstances arose, please explain. A final report must be received for future funding to be considered.

Once you have established an account, **please make a record for your files of your User ID and password**. The Foundation does not have access to IDs and passwords.

(Photos from left to right courtesy of Food Bank for NYC, The Staten Island Foundation, Great Kills Little League)

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Grant Investment Guidelines



The mission of The Staten Island Foundation is to improve the quality of life on Staten Island, particularly for the least advantaged, with a focus on strengthening the community, and improving education, health, and the arts

Strategies to accomplish the mission include financial support through grants, providing leadership for the community, convening and collaborating with grantee partners, funders, and other entities in order to share best practices, and building the capacity of local organizations to better fulfill their missions

All organizations and the individuals working with them learn continually from the results of their activities and services. Applying that learning in order to improve is of particular interest to the foundation. In our grant making, we look to fund opportunities that educate Staten Island organizations and individuals in a way that leads to their learning; we define learning as a positive change in behavior. Our grants are an investment in these changes. Our definition of a successful investment includes strong results for program participants, and strong learnings for the organizations we invest in.

Mindful of the wisest use of foundation dollars and looking for the highest return on our investments, The Staten Island Foundation reviews each proposal with respect to available dollars and responses to three questions:

- **1. What will be the result from this proposed grant and how will we know it has been achieved?** Results are the positive changes in behavior or condition for community members as a result of the grant project
- **2. How likely is it that the results can be achieved?** Our focus is on such factors as past success of the partner and its programs, validity of the proposed program approach, organizational capability and key personnel leading the project
- **3. Is this the best possible use of The Staten Island Foundation funds given the results we seek to achieve?** We consider the cost relative to the gain – not just for our funds, but all monies going into a project or program

In determining where to invest, The Staten Island Foundation looks for projects with the following characteristics:

- Projects that clearly and directly benefit the Staten Island community
- Projects that demonstrate their commitment to the inclusion of vulnerable or under-served populations
- Projects designed to produce measurable, long-term results
- Projects that can be effectively implemented and ultimately continued without our funding
- Projects that are replicable and can be shared with other organizations looking to produce similar results

We focus our resources with organizations working in the following priority focus areas:

- **Education**
- **Health**
- **Arts & Culture**
- **Strengthening Community Capacity**

The Staten Island Foundation makes 3 types of investments in each of its priority focus areas.

Direct Service

Investments in grantee partner programs and projects that are focused on improving the lives of those being served. These one year grants range from \$5,000 to \$50,000.

Capacity Building

Investments in the sustainability of grantee partner organizations so they can achieve and maintain stronger results for those they serve. These one year grants range from \$5,000 to \$50,000. Capacity Building investments are available to assist your organization in becoming more efficient and effective in achieving and sustaining stronger results for the Staten Island community.

Capital Improvement

Investments in grantee partner physical assets in order to achieve and sustain stronger results for the Staten Island community. These grants do not exceed \$150,000 over a three year period and are very limited at this time.

Please review the results we seek and examples of the investments we make in each of our priority focus areas below to determine if your project aligns with Staten Island Foundation's guidelines.

Education

The Staten Island Foundation supports local education leadership in their goal to provide all students with a high quality education that prepares them for life and to become productive members of our community. The ability to read and write fluently is essential. The Foundation invests in organizations, programs, and projects inside and outside of public and private schools for all age groups.

Results we seek in this priority focus area are:

- Increases in the number of K-12 students that are reading and writing at or above grade level
- Increases in the number of pre K children meeting their developmental milestones
- Increases in the number of parents that are actively involved in supporting their child's educational success
- Increases in the number of English language learners or students with special needs that progress at the same academic rate as their peers without those barriers
- Increases in the number of youth that obtain a high school diploma, GED or vocational credential
- Increase the number of least-advantaged students that enter and succeed in college.
- Increases in the number of adult English language learners becoming proficient in English at a level that meets their educational or career needs

We make the following types of investments in this priority focus area:

Direct Service

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to – literacy development, parent engagement projects, after school and youth development projects, family literacy projects, ESL programs that meet basic proficiency, educational, and career needs, tutoring and mentoring programs, and childhood development programs.

Capacity Building

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve, is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to – training and professional development in best practices or technical assistance that helps staff deliver services more efficiently and effectively, projects focused on strategy, fundraising or other plans, technology integration, school collaborations to leverage assets and resources, developing new programmatic models that increase results.

Capital Improvements

- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to – expanded or improved learning spaces, rehabilitation or improvement of recreational space, greening of existing space and facilities, and projects that enhance academic achievement in schools including technology and new equipment.

Health

The Staten Island Foundation seeks to address the health needs of our community. Staten Island has the highest median income among the New York City boroughs with health statistics that are usually associated with poorer communities by public health experts. Obesity, heart disease, and diabetes rates are high. In the low income communities of the North Shore, statistics show trends that mimic New York City's most critically health-challenged neighborhoods, with inadequate services. Good physical and mental health and health care is essential to the quality of life of our community.

Results we seek in this priority focus area are:

- Increases of those at risk for health problems that connect to needed health services
- Increases in the number of residents that increase their level of daily physical activity and improve their diet with nutritious foods
- Increases in the number of youth that abstain from substance abuse
- Increases in available health services for the least advantaged, including mental health services
- Improvements in organizational effectiveness and efficiency leading to enhanced delivery of community health services

We make the following types of investments in this priority focus area.

Direct Service:

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to – Health education, health screenings, disease management workshops, nutritional projects, exercise and recreational programs, smoking cessation, school wellness programs, substance abuse prevention programs, health resource and referral programs, mental health services

Capacity Building

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve, is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to – training and professional development in best practices or technical assistance that helps staff deliver services more efficiently and effectively, projects focused on strategy, fundraising or other plans, and projects that enhance the organizational capacity and infrastructure of health care organizations

Capital Improvements:

- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to – facility expansion or improvement, mobile service units, technology and new equipment.

Arts & Culture

The Staten Island Foundation is focused on supporting arts and culture programs to enhance the quality of life for all residents in Staten Island. We believe that through arts education both youth and adults have an opportunity for self development and a better understanding of human cultures and our shared human experience. Helping arts organization to expand their audiences especially the number of young Staten Islanders participating in arts and cultural activities increases these opportunities.

Results we seek in this priority focus area are:

- Increases in the number of residents and non-residents especially underserved populations participating in Staten Island art and culture offerings
- Increases in the number of schools and community organizations that offer strong arts education
- Increases in the number of youth that participate in the arts in or out of school through multiple experiences
- Improvements in effectiveness and efficiency of arts organizations that leads to their enhanced sustainability

We make the following types of investments in this priority focus area

Direct Service

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to – arts education programs, new performance series, new exhibits, projects that expose students to a variety of art forms, projects that build the artistic skills of residents, projects that build the teaching skills of artists, projects that enhance cultural or historical understanding

Capacity Building

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve, is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to – training and professional development in best practices or technical assistance that helps staff deliver services more effectively, projects focused on strategy, fundraising or other plans, especially earned income efforts, collaborative marketing opportunities, planning, professional development for educators, development of arts curriculum that meets NYC school "blueprint" standards, development of new cultural offerings.

Capital Improvements.

- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to – theatre restoration, historical preservation projects, new performance or exhibit space, and projects that enhance the capacity and infrastructure of cultural organizations including technology and new equipment that help track audience development and feedback

Strengthening Community Capacity

The Staten Island Foundation is focused on creating a vibrant, diverse community of tolerant, civically engaged neighbors where all residents, especially the least advantaged, have the resources necessary for a productive life. We seek a community that offers strong supports and opportunities for all to make a positive contribution.

Results we seek in this priority focus area are:

- Improvements in human services or community-based service organizations' effectiveness and efficiency that lead to improved results for those they serve
- Increases in the availability and use of social services to stabilize the lives of at-risk individuals and families
- Increases in the number of individuals and families experiencing poverty that get their basic needs met (food, clothing, shelter) and connect to other needed resources
- Increases in the number of residents that volunteer their time and experience to better the community
- Increases in the number of residents, particularly youth, that demonstrate their leadership skills in the community, at home, school, or in the workplace

We make the following types of investments in this priority focus area

Direct Service

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to – community service projects, foreclosure prevention programs, food distribution programs, food pantries, housing and shelter programs, legal services, immigration services, community development projects, senior services, volunteer programs of all types. Projects that bring greater civility, tolerance, and multicultural understanding, leadership development programs, and expansion of existing social service programs

Capacity Building

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve, is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to – training and professional development in best practices or technical assistance technical assistance that helps staff deliver services more efficiently and effectively, projects focused on strategy, fundraising or other plans, especially earned income efforts, development of new programming to address local needs. community planning efforts, and civic engagement projects

Capital Improvements

- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to rehabilitation and expansion of new or existing community based service program space or community assets, technology expansion, and greening of existing space and assets.

Limitations

Contributions will not be made

- For renovations/repairs to places of worship
- In response to solicitors on behalf of an organization (response to organizational leaders only)
- For fundraising event sponsorships, journal ads, or yearbook ads

- To private foundations or individuals
- To political causes, candidates or lobbying efforts
- For medical research
- To cemetery associations
- To animal welfare groups
- To fraternal and veterans organizations
- To business, professional and civic associations or clubs
- For memorial fundraising
- For tickets to events

(Photo courtesy of The College of Staten Island)

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990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS ARE MADE FOR THE BENEFIT OF STATEN ISLAND 501(C)(3) ORGANIZATIONS AND
PRESELECTED CHARITIES IN THE AREAS OF EDUCATION, HEALTH, ARTS & CULTURE, AND
COMMUNITY SERVICES.

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Academy of St. Dorothy 1305 Hylan Boulevard Staten Island, NY 10305 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$12,500.00	\$0.00	-\$12,500 00	\$0.00	\$0.00
African Refuge Inc. 185 Parkhill Ave., Suite LB Staten Island, NY 10304 <i>African Refuge Inc - Young Entrepreneur's Club - (A Drug Prevention Model)</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Archdiocese of NY, Dep't of Education 1011 First Avenue New York, NY 10022 <i>GRACE Initiative (Generating Resources for Academics and Catholic Ethos)</i>	501(c)(3)	\$30,000.00	\$0.00	\$0.00	\$30,000.00	\$0.00
Blessed Sacrament School 830 Delafield Avenue Staten Island, NY 10310 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$2,000.00	\$0.00	\$2,000 00	\$0.00
Bridge Fund of New York Inc. 271 Madison Avenue Suite 907 New York, NY 10016 <i>Preventing Homelessness Among the Working Poor of Staten Island Program</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Camp Good Grief of Staten Island, Inc. P.O. Box 141046 Staten Island, NY 10314 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Camp Good Grief of Staten Island, Inc. P.O. Box 141046 Staten Island, NY 10314 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Camp Good Grief of Staten Island, Inc. P.O. Box 141046 Staten Island, NY 10314 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
The Center for Arts Education 14 Penn Plaza 225 West 34th Street, Suite 1112 New York, NY 10122 <i>SI Parents As Arts Partners Program</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Citizens Committee for New York City 32 Old Slip, Floor 33 New York, NY 10005 <i>New Yorkers for Better Neighborhoods Staten Island Initiative</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
City Harvest, Inc. 575 Eighth Avenue 4th Floor New York, NY 10018 <i>Stapleton Mobile Market</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
City Futures, Inc 120 Wall St Fl 20 New York, NY 10005 <i>Bolstering Immigrant and Minority Entrepreneurs on Staten Island</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$0.00	\$10,000.00
City Parks Foundation 830 Fifth Avenue New York, NY 10021 <i>Swim For Life program</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Classroom, Inc. 245 5th Avenue, 20th floor New York, NY 10016 <i>Improving Literacy in Financially-Disadvantaged Staten Island Schools</i>	501(c)(3)	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
College of Staten Island Foundation 2800 Victory Blvd. 1A - Rm 401 Staten Island, NY 10314 <i>SEEK/ Strategies for Success Program</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
College of Staten Island Foundation 2800 Victory Blvd. 1A - Rm 401 Staten Island, NY 10314 <i>The CSI Covey Project</i>	501(c)(3)	\$0.00	\$46,000.00	\$0.00	\$0.00	\$46,000.00
Community Health Action of Staten Island 56 Bay Street, 6th Floor Staten Island, NY 10301 <i>Youth Access to Reproductive Health Services Initiative</i>	501(c)(3)	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Community Resource Exchange 42 Broadway, 20th Fl. New York, NY 10004 <i>SI High Performing Managers Initiative</i>	501(c)(3)	\$0.00	\$54,000.00	\$0.00	\$54,000.00	\$0.00
Community Resources 3450 Victory Boulevard Staten Island, NY 10314 <i>Cafeteria/Independent Living Suite Renovation and Expansion Project</i>	501(c)(3)	\$0.00	\$150,000.00	\$0.00	\$50,000.00	\$100,000.00
Council For Unity 50 Broadway, Suite 1503 New York, NY 10004 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>Membership contribution for 2011</i>	501(c)(3)	\$0.00	\$9,200.00	\$0 00	\$9,200.00	\$0.00
Council on the Arts & Humanities for SI 1000 Richmond Terrace Staten Island, NY 10301 <i>Arts in Education regrant project</i>	501(c)(3)	\$0.00	\$50,000.00	\$0 00	\$50,000.00	\$0.00
Council on the Arts & Humanities for SI 1000 Richmond Terrace Staten Island, NY 10301 <i>SI Arts Marketing Coalition Initiative</i>	501(c)(3)	\$0.00	\$50,000.00	\$0 00	\$50,000.00	\$0.00
Daughters of Divine Charity St. Joseph Hill Convent 850 Hylan Boulevard Staten Island, NY 10305 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$1,500.00	\$0 00	\$1,500.00	\$0 00
Eden II School for Autistic Children, Inc. 150 Granite Avenue Staten Island, NY 10303 <i>15 Beach Street Renovation Project</i>	501(c)(3)	\$75,000.00	\$0.00	\$0 00	\$75,000.00	\$0.00
Eden II School for Autistic Children, Inc. 150 Granite Avenue Staten Island, NY 10303 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$300.00	\$0 00	\$300.00	\$0.00
Eden II School for Autistic Children, Inc. 150 Granite Avenue Staten Island, NY 10303 <i>Eden II Capacity Building through Columbia University Senior Leaders Program</i>	501(c)(3)	\$0.00	\$6,000.00	\$0 00	\$6,000.00	\$0.00
Everyone Reading, Inc. 71 West 23rd Street #1527 New York, NY 10010 <i>Integrating Research-Based Reading Instructions in Daily Practice Initiative</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
FAAP Foundation for the Advancement of Autistic Persons 150 Granite Avenue Staten Island, NY 10303 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Food Bank for New York City 39 Broadway, 10th Floor New York, NY 10006 <i>SI Tax and Benefits Assistance Program</i>	501(c)(3)	\$0.00	\$50,000.00	\$0 00	\$50,000.00	\$0 00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
The Foundation Center 79 Fifth Avenue New York, NY 10003-3076 <i>General Operating Support for 2012 Services and Programs</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Friends of Carmel Richmond, Inc. 88 Old Town Road Staten Island, NY 10304 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$200.00	\$0.00	\$200.00	\$0.00
Friends of Thirteen, Inc. 825 Eighth Avenue, 14th Floor New York, NY 10019-7435 <i>To provide registration fees for 75 Staten Island teachers to attend the WNET Celebration of Teaching and Learning development conference in NYC</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
FSG, Inc 500 Boylston Street Suite 600 Boston,, MA 02116 <i>To support the Staten Island Foundation in designing a community-based collective impact initiative focused on improving health outcomes on Staten Island</i>	501(c)(3)	\$166,667.00	\$0.00	\$0.00	\$166,667.00	\$0.00
FSG, Inc 500 Boylston Street Suite 600 Boston,, MA 02116 <i>FSG proposes to continue to partner with the Foundation the the Steering Committee for the Tackling Youth Substance Abuse initiative to assist TCSI with planning and implementation</i>	501(c)(3)	\$0.00	\$250,000.00	\$0.00	\$250,000.00	\$0.00
FSG, Inc 500 Boylston Street Suite 600 Boston,, MA 02116 <i>To continue to partner with the Foundation, the Steering Committee and the Partnership for Community Wellness for the Tackling Youth Substance Abuse initiative assisting with planning and implementation</i>	501(c)(3)	\$0.00	\$150,000.00	\$0.00	\$0.00	\$150,000.00
Fund for the City of New York/Center for Court Innovation 520 Eighth Avenue, 18th Floor New York, NY 10018 <i>Staten Island Youth Court Program</i>	501(c)(3)	\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Future Leaders Elementary School/P.S. 74 211 Daniel Low Terrace Staten Island, NY 10301 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00
G. McCown Expeditionary Learning School 100 Essex Drive Staten Island, NY 10314 <i>Paint Club Program</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Garibaldi-Meucci Museum 420 Tompkins Avenue Staten Island, NY 10305 <i>Fundraising Software</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$0.00	\$10,000.00
Greenbelt Conservancy, Inc. 200 Nevada Avenue Staten Island, NY 10306 <i>TRAILS (Trail Reconnaissance Analysis and Inventory Logistical Systems) Initiative</i>	501(c)(3)	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
The Harbor Lights Theater Company 38 Westervelt Avenue Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
IlluminArt Productions 29 Putters Court Staten Island, NY 10301 <i>Teaching and Reaching Using Students and Theater (TRUST) - Petrides Initiative</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Immaculate Conception School 104 Gordon Street Staten Island, NY 10304 <i>Life Imitates Art Initiative</i>	501(c)(3)	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00
International Rescue Committee, Inc. 263 West 38th Street, 6th Floor New York, NY 10018 <i>Parent Engagement Project</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$0.00	\$20,000.00
Jewish Community Center of Staten Island 1466 Manor Road Staten Island, NY 10314 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Korean American Senior Citizens Association 1271 Rockland Ave Staten Island, NY 10314 <i>Classes for ESL, Citizenship, Aerobics, Computers and Outreach program</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Lawyers Alliance for New York 171 Madison Avenue, 6th Floor New York, NY 10016 <i>SI Community-Based Outreach Project</i>	501(c)(3)	\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
Leadership through Sports, Inc. 9 Davis Court Staten Island, NY 10310 <i>LTS/CNC All Stars</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$0.00	\$15,000.00
Learning through Expanded Arts Program 441 West End Avenue, Suite 2G New York, NY 10024 <i>STAR Writing at Curtis HS Bridge Program</i>	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Legal Information for Families Today 350 Broadway, Suite 501 New York, NY 10013 <i>SI Family Court Unrepresented Litigants' Empowerment Initiative</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Legal Services for New York City SI 36 Richmond Terrace, Ste 205 Staten Island, NY 10301 <i>Support for developing messages and increasing visibility for the Serve Staten Island Project</i>	501(c)(3)	\$0.00	\$6,000.00	\$0.00	\$6,000.00	\$0.00
Lifestyles for the Disabled, Inc. 930 Willowbrook Rd. Bldg 12-G Staten Island, NY 10314 <i>"Access for Everyone" project, renovations to the Lifestyles Educational Center in order to be ADA compliant</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
Literacy, Inc. PO Box 256, JAF Station New York, NY 10116 <i>Literacy Support Programming in Stapleton</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
McKee Vocational/ Technical High School 290 St. Mark's Place Staten Island, NY 10301 <i>Extended School Day Violence Prevention Program</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Meals on Wheels of Staten Island 304 Port Richmond Avenue Staten Island, NY 10302 <i>Support for upgrading Delivery Hot-Shot Vehicle Fleet</i>	501(c)(3)	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Musical Chairs Chamber Ensemble, Inc. 850 Howard Avenue, Suite 1J Staten Island, NY 10301 <i>SI Classical Music Audience Development via Virtual Meeting Room Initiative</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Neighborhood Housing Services 770 Castleton Avenue Staten Island, NY 10310 <i>Foreclosure Intervention and Financial Stabilization Initiative</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
New World Preparatory Charter School 26 Sharpe Avenue Staten Island, NY 10302 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
The New York Academy of Sciences 250 Greenwich Street, 40th Floor New York, NY 10007 <i>Afterschool/Summer STEM Mentoring</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
New York Cares, Inc. 214 West 29th Street, 5th floor New York, NY 10001-5203 <i>Staten Island Volunteer Programming</i>	501(c)(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
New York District Kiwanis Foundation 1265 Richmond Avenue Staten Island, NY 10314 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Noble Maritime Collection 1000 Richmond Terrace, Building D Staten Island, NY 10301 <i>Sailors' Snug Harbor Exhibition Project</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
Northfield Community LDC 160 Heberton Avenue Staten Island, NY 10302 <i>Home Match Initiative: Growing Staten Island Neighborhoods</i>	501(c)(3)	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Notre Dame Academy 134 Howard Avenue Staten Island, NY 10301-4498 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Notre Dame Academy 134 Howard Avenue Staten Island, NY 10301-4498 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Notre Dame Academy 134 Howard Avenue Staten Island, NY 10301-4498 <i>Director/ Employee Matching Gift</i>	501(c)(3)	\$0 00	\$5,000.00	\$0 00	\$5,000.00	\$0.00
NY Center for Interpersonal Development 130 Stuyvesant Place 5th Fl. Staten Island, NY 10301 <i>Achievement in Career/Education Program</i>	501(c)(3)	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Our Lady Mount Carmel-St. Benedicta School 285 Clove Road Staten Island, NY 10310 <i>Professional Development Initiative</i>	501(c)(3)	\$0.00	\$3,300.00	\$0 00	\$3,300.00	\$0.00
Our Lady Help of Christians School 23 Summit Street Staten Island, NY 10307 <i>Professional Development Initiative</i>	501(c)(3)	\$0.00	\$3,300 00	\$0 00	\$3,300.00	\$0.00
Partnership for a Drug-Free America, Inc. 352 Park Avenue South, 9th Floor New York, NY 10010 <i>Funding the local Alliance membership fee of the SI Partnership for Community Wellness to bring Drug-Free programs to Staten Island</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$0.00	\$10,000.00
Partnership with Children 299 Broadway, Suite 1300 New York, NY 10007 <i>Open Heart-Open Mind at Public School 14</i>	501(c)(3)	\$0.00	\$50,000 00	\$0.00	\$50,000 00	\$0 00
Paulo Intermediate School - IS 75R 455 Huguenot Avenue Staten Island, NY 10312 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Philanthropy New York 79 Fifth Avenue, Fourth Floor New York, NY 10003-3076 <i>Annual contribution for 2011-2012</i>	501(c)(3)	\$0.00	\$6,000.00	\$0.00	\$6,000.00	\$0.00
Police Athletic League 34 1/2 East 12th Street New York, NY 10003 <i>Summer Day Camp at PS 14/PS 13</i>	501(c)(3)	\$0.00	\$50,000.00	\$0 00	\$0.00	\$50,000.00
Project Hospitality 100 Park Avenue Staten Island, NY 10302 <i>Endowment campaign</i>	501(c)(3)	\$200,000.00	\$0.00	\$0.00	\$100,000.00	\$100,000.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Project Hospitality 100 Park Avenue Staten Island, NY 10302 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$300.00	\$0.00	\$300.00	\$0.00
Project Hospitality 100 Park Avenue Staten Island, NY 10302 <i>Friendship/Leadership Dinners</i>	501(c)(3)	\$0.00	\$10,000.00	\$0 00	\$10,000 00	\$0 00
Project Hospitality 100 Park Avenue Staten Island, NY 10302 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Project Hospitality 100 Park Avenue Staten Island, NY 10302 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Protectors of Pine Oak Woods, Inc. 355 Harold Avenue Staten Island, NY 10312 <i>SI Natural Areas Challenge Project</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Public School 1 58 Summit Street Staten Island, NY 10307 <i>The Music and Dance Initiative 2011</i>	501(c)(3)	\$10,000.00	\$0.00	\$0 00	\$10,000.00	\$0.00
Public School 1 58 Summit Street Staten Island, NY 10307 <i>The Music and Dance Initiative 2012</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$0.00	\$10,000.00
Public School 13 191 Vermont Avenue Staten Island, NY 10305 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Public School 19 780 Post Avenue Staten Island, NY 10310 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$20,000.00	\$0.00	\$0 00	\$20,000.00	\$0.00
Public School 22 1860 Forest Avenue Staten Island, NY 10303 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Public School 26 4108 Victory Boulevard Staten Island, NY 10314 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$20,000.00	\$0 00	\$0.00	\$20,000 00	\$0.00
Public School 29 1581 Victory Boulevard Staten Island, NY 10314 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000 00	\$0.00	\$0.00	\$15,000.00	\$0 00
Public School 30 200 Wardwell Avenue Staten Island, NY 10314 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Public School 35 60 Foote Avenue Staten Island, NY 10301 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000 00	\$0 00
Public School 36 255 Ionia Avenue Staten Island, NY 10312 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Public School 38 421 Lincoln Avenue Staten Island, NY 10306 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Public School 41 216 Clawson Street Staten Island, NY 10306 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000 00	\$0.00
Public School 42 380 Genesee Avenue Staten Island, NY 10312 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$10,000 00	\$0 00	\$0.00	\$10,000.00	\$0.00
Public School 45 58 Lawrence Avenue Staten Island, NY 10310 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Public School 46 41 Reid Avenue Staten Island, NY 10305 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Public School 48 1055 Targee Street Staten Island, NY 10304 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Public School 5 348 Deisius Street Staten Island, NY 10312 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$10,000 00	\$0.00	\$0.00	\$10,000 00	\$0.00
Public School 50 200 Adelaide Avenue Staten Island, NY 10306 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Public School 52 450 Buel Avenue Staten Island, NY 10306 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00
Public School 53 330 Durant Avenue Staten Island, NY 10308 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Public School 56 250 Kramer Avenue Staten Island, NY 10309 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Public School 57 140 Palma Drive Staten Island, NY 10304 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00
Public School 58 77 Marsh Avenue Staten Island, NY 10314 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Public School 6 555 Page Avenue Staten Island, NY 10307 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0 00
Public School 60 55 Merrill Avenue Staten Island, NY 10314 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000 00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Public School 69 144 Keating Place Staten Island, NY 10314 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$7,000.00	\$0.00	\$0.00	\$7,000.00	\$0.00
Public School 8 100 Lindenwood Road Staten Island, NY 10308 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00
Public School 80 715 Ocean Terrace, Bldg. B Staten Island, NY 10301 <i>The 2011 Literacy Grant</i>	501(c)(3)	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Reading Excellence and Discovery Foundation 80 Maiden Lane, 11th floor New York, NY 10038 <i>Success Starts Early--2011-12 School Year and Summer Reading Program</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
Research Foundation for Mental Hygiene 150 Broadway , Suite 301 Menands, NY 12204 <i>Workforce Wellness to Support Healthy Lifestyles on Staten Island</i>	501(c)(3)	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Richmond Medical Center 355 Bard Avenue Staten Island, NY 10310 <i>Support to consolidate Bayley Seton and RUMC Endoscopy Services and using the space for patients awaiting admission hospital from into the Emergency Room</i>	501(c)(3)	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Richmond Medical Center 355 Bard Avenue Staten Island, NY 10310 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$4,750.00	\$0.00	\$4,750.00	\$0.00
Richmond Senior Services, Inc. 500 Jewett Avenue Staten Island, NY 10302 <i>Community Kitchen and Resource Center</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
SI Council on Child Abuse and Neglect, Inc. 119 Tompkins Avenue, 5th Floor Staten Island, NY 10301 <i>Staten Island Community Partnership Development Program</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$0.00	\$15,000.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Snug Harbor Cultural Ctr & Botanical Garder 1000 Richmond Terrace Staten Island, NY 10301-1199 <i>External Affairs Director</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
Seamen's Society for Children and Families 50 Bay Street Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$150.00	\$0.00	\$150.00	\$0.00
Seamen's Society for Children and Families 50 Bay Street Staten Island, NY 10301 <i>Long Range Planning Project (2012- 2017)</i>	501(c)(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
St. Adalbert School 355 Morningstar Road Staten Island, NY 10303 <i>Professional Development Initiative</i>	501(c)(3)	\$0.00	\$3,300.00	\$0.00	\$3,300.00	\$0.00
St. Christopher School 15 Lisbon Place Staten Island, NY 10306 <i>Fitness and Nutrition Initiative</i>	501(c)(3)	\$0.00	\$7,000.00	\$0.00	\$7,000.00	\$0.00
St. John's University Office of Development and Alumni Relations 300 Howard Avenue Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$50.00	\$0.00	\$50.00	\$0.00
St. John's University 300 Howard Avenue Staten Island, NY 10301 <i>In Collaboration: A Mathematics and Science Parental Engagement Program</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
St. Joseph Hill Academy Elementary School 850 Hylan Blvd Staten Island, NY 10305 <i>Integrating Reading and Writing for Students Below the Standards Initiative</i>	501(c)(3)	\$0.00	\$12,500.00	\$0.00	\$12,500.00	\$0.00
St. Joseph Hill Academy High School 850 Hylan Boulevard Staten Island, NY 10305 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
St. Peter's Boys High School 200 Clinton Avenue Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
St. Peter's Boys High School 200 Clinton Avenue Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
St. Peter-St. Paul Elementary School 129 Clinton Ave Staten Island, NY 10301 <i>Professional Development Initiative</i>	501(c)(3)	\$0.00	\$3,300.00	\$0.00	\$3,300.00	\$0.00
Stapleton Union American Methodist Episcopal Church 49 Tompkins Avenue Staten Island, NY 10304 <i>Emergency support of the Food Pantry</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Staten Island Academy 715 Todt Hill Road Staten Island, NY 10304 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Staten Island Academy 715 Todt Hill Road Staten Island, NY 10304 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Staten Island Ballet Theater, Inc. 3081 Richmond Road Staten Island, NY 10306 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$50.00	\$0.00	\$50.00	\$0.00
Staten Island Ballet Theater, Inc. 3081 Richmond Road Staten Island, NY 10306 <i>Dance Across The Curriculum Initiative</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Staten Island Children's Museum 1000 Richmond Terrace Staten Island, NY 10301-1181 <i>SERVE (Service Enhancements to Reshape Visitor Experience) Project</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
Staten Island Institute of Arts and Sciences 75 Stuyvesant Place Staten Island, NY 10301-1998 <i>Matching grant support to outfit the first art museum on Staten Island and costs associated with running a \$6 million Capital Campaign</i>	501(c)(3)	\$0.00	\$57,829.00	\$0.00	\$57,829.00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Staten Island Institute of Arts and Sciences 75 Stuyvesant Place Staten Island, NY 10301-1998 <i>Columbia University Developing Leaders Program</i>	501(c)(3)	\$0.00	\$2,800.00	\$0.00	\$2,800.00	\$0.00
Staten Island Institute of Arts and Sciences 75 Stuyvesant Place Staten Island, NY 10301-1998 <i>Matching grant support to outfit the first art museum on Staten Island and costs associated with running a \$6 million Capital Campaign</i>	501(c)(3)	\$0.00	\$29,865.00	\$0.00	\$29,865.00	\$0.00
Staten Island Mental Health Society 669 Castleton Avenue Staten Island, NY 10310 <i>Project for Academic Student Success</i>	501(c)(3)	\$0.00	\$75,000.00	\$0.00	\$75,000.00	\$0.00
Staten Island Mental Health Society 669 Castleton Avenue Staten Island, NY 10310 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
The SI Partnership for Community Wellness 56 Bay Street, 4th Floor Staten Island, NY 10301 <i>Support for grant writing services</i>	501(c)(3)	\$0.00	\$4,500.00	\$0.00	\$4,500.00	\$0.00
Staten Island Partnership for Community Wellness, Inc. Community Health Action of Staten Island 56 Bay Street, 4th Floor Staten Island, NY 10301 <i>Partnership for Community Wellness requests support for year-1 implementation of its Tackling Youth Substance Abuse initiative, an innovative public-private collective-impact effort aimed at systemic change in youth substance abuse in SI</i>	501(c)(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
SI School of Civic Leadership PS/IS 861 280 Regis Drive Staten Island, NY 10314 <i>Staten Island Ballet Dance Residency Program - Dance Across The Curriculum</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Staten Island University Hospital 475 Seaview Avenue Staten Island, NY 10305-3498 <i>Matching grant support to help establish the Regina M McGinn, M D Education Center</i>	501(c)(3)	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00

Organization	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Staten Island YMCA 3939 Richmond Avenue Staten Island, NY 10312 <i>Family Outreach Program</i>	501(c)(3)	\$45,000.00	\$0.00	\$0 00	\$45,000.00	\$0.00
Staten Island Zoological Society 614 Broadway Staten Island, NY 10310-2896 <i>Auditorium Capacity Initiative</i>	501(c)(3)	\$40,000.00	\$0.00	\$0 00	\$40,000 00	\$0 00
Unity Games, Inc. 1551 Richmond Road Staten Island, NY 10304 <i>Funding of outcome surveys for Unity Games</i>	501(c)(3)	\$0.00	\$5,000.00	\$0 00	\$5,000.00	\$0.00
Universal Temple of the Arts 425 Jersey Street Staten Island, NY 10301 <i>Development Associate Project</i>	501(c)(3)	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0 00
Wagner College Office of Institutional Advancement One Campus Road Staten Island, NY 10301 <i>Port Richmond Partnership Capacity Building Initiative</i>	501(c)(3)	\$39,000.00	\$0.00	\$0.00	\$39,000.00	\$0.00
Wagner College Office of Institutional Advancement One Campus Road Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Wagner College Office of Institutional Advancement One Campus Road Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Wagner College Office of Institutional Advancement One Campus Road Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Grand Totals		\$1,355,167.00	\$2,333,644.00	-\$12,500.00	\$2,740,311.00	\$ 936,000.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
237,631.88.		PUBLICLY TRADED SECURITIES 21,149,604.					2,613,584.	
		CAPITAL GAIN FROM PARTNERSHIP					280,363.	
18,000,000.		LOSS ON PARTIAL DISPOSITION OF PARTNERSH 20,973,697.					-297,3697.	
TOTAL GAIN (LOSS)							<u>-79,750.</u>	